1	LAS VEGAS-CLARK COUNTY LIBRARY DISTRICT
2	FOUNDATION BOARD OF TRUSTEES MEETING
3	AT THE WINDMILL LIBRARY AND VIA ZOOM
4	THURSDAY, MAY 15, 2025
5	* * * * * * *
6	[Meeting began at 12:02 p.m.]
7	PRESIDENT ORTIZ: Hello. 12:02 p.m. This is the Las
8	Vegas-Clark County Library Foundation Board meeting. We are in
9	person at the Windmill Library and on Zoom.
10	First of all, let's go ahead and take roll call. LaShea, thank
11	you so much.
12	MS. WEST: Okay. Good afternoon, everyone.
13	Director Felipe Ortiz.
14	CHAIR ORTIZ: Present.
15	MS. WEST: Director Michelle Sanders.
16	VICE-CHAIR SANDERS: Present.
17	MS. WEST: Director Nicole Rogers.
18	SECRETARY ROGERS: Present.
19	MS. WEST: Director Fred James.
20	TREASURER JAMES: Present.
21	MS. WEST: Director Pamela Graham.
22	DIRECTOR GRAHAM: Present.
23	MS. WEST: Director Shannon Axelrod.
24	DIRECTOR BILBRAY-AXELROD: Here.
25	MS. WEST: Director Vicki Gasca.

[No heard response.]

Director Jorge Cervantes.

DIRECTOR CERVANTES: Present.

MS. WEST: Director Kelvin Watson.

EX-OFFICIO DIRECTOR WATSON: Present.

MS. WEST: Thank you. We have quorum, Chair.

CHAIR ORTIZ: Okay. Thank you very much. Thank you for being present at this meeting. And so first of all, public comment. Topics raised under this item may be limited to the matters on today's agenda. Persons wishing to speak on public comment, must sign in on the sign in sheet before this item is addressed. The public comments should be limited to no more than 45 minutes for both periods. Any remarks made by the public shall be limited to three minutes. A speaker may not transfer any time, although the Chair has the authority to grant additional time. When more than 15 people wish to comment, the Chair shall appropriately reduce the time allotted to a maximum of 45 minutes.

Ms. LaShea, are there anybody -- or is anybody online for public comment?

MS. WEST: No, there's no public comment.

CHAIR ORTIZ: Okay. Thank you very much. And I do apologize, I think they sent the proposed agenda last week and I also sent it out last night. If there are no questions at this time, I'll accept a motion to approve the proposed agenda.

DIRECTOR BILBRAY-AXELROD: So moved.

1	SECRETARY ROGERS: So moved.
2	DIRECTOR BILBRAY-AXELROD: Oh, second.
3	CHAIR ORTIZ: And can you identify the seconds? Sorry,
4	I'm over here on the phone.
5	SECRETARY ROGERS: I think it was myself, Rogers
6	CHAIR ORTIZ: Okay.
7	SECRETARY ROGERS: and Shannon.
8	DIRECTOR BILBRAY-AXELROD: Correct.
9	CHAIR ORTIZ: Okay, very good. All in favor?
10	[ALL BOARD MEMBERS WERE IN AGREEMENT]
11	CHAIR ORTIZ: Anybody opposed?
12	[No heard response.]
13	Okay. Motion carries. Thank you so much.
14	And Ms. LaShea, did we send out Minutes from the
15	February 13, 2025 meeting?
16	MS. WEST: Yes, they are attached to the packet.
17	CHAIR ORTIZ: Okay, very good.
18	Does anybody have any questions or comments on the
19	previous Board meeting minutes of February 13, 2025?
20	[No heard response.]
21	Okay, hearing none, I'll entertain a motion to accept and
22	approve the Meeting Minutes of February 13, 2025.
23	VICE-CHAIR SANDERS: So moved.
24	CHAIR ORTIZ: So moved by Michelle, I believe.
25	Is there a second?

1	TREASURER JAMES: Second.
2	CHAIR ORTIZ: Okay. All in favor?
3	[ALL BOARD MEMBERS WERE IN AGREEMENT]
4	CHAIR ORTIZ: Anybody opposed?
5	[No heard response.]
6	Okay. Nobody opposed. Motion carries. Thank you very
7	much.
8	Next item. Tamar Hoapili, I think I got her name
9	MS. HOAPILI: Yes.
10	CHAIR ORTIZ: correctly, was a previous Board member
11	And legal counsel, correct me if I'm wrong, you have to sit out a
12	year and what to reapply?
13	COUNSEL MARTINEZ: Right. She used to be the Chair,
14	and so she had to wait a year to be a director now.
15	CHAIR ORTIZ: And the time has tolled already; it has
16	passed, right?
17	COUNSEL MARTINEZ: Yes.
18	CHAIR ORTIZ: Okay. So she qualifies to be Ms. Tamar
19	asked to be placed back on the Board, and so does anybody have
20	any questions? She works for Cox Communications.
21	SECRETARY ROGERS: She's amazing. I move to accept
22	her.
23	CHAIR ORTIZ: Okay.
24	VICE-CHAIR SANDERS: Second.
25	CHAIR ORTIZ: Very. Is there a second?

the District for helping us with that.

And what you see in front of you is what we were able to come up with and our recommendations thereafter. So hopefully everyone's had a chance to look at the job description. And if you all have any comments, please put them forward now.

CHAIR ORTIZ: Okay, very good.

Michelle, did you have any comments on that? Do you feel comfortable with it?

VICE-CHAIR SANDERS: I am very comfortable with it. I think the time that we put in and the effort that Jeff put in combined made for a good job description that I believe is ready to go.

CHAIR ORTIZ: Okay. Jorge, did you feel comfortable with it also?

DIRECTOR CERVANTES: Yes, I did. You know, thank you to Michelle for taking the lead on it, but it came out as a good product.

CHAIR ORTIZ: Okay, very good.

And Ms. Nicole, did you have any further comments or -- and you feel comfortable with it?

SECRETARY ROGERS: Nope, it was a great team. They did a great job. Michelle took the reins, and we -- I think -- well, I feel very comfortable with it as well.

CHAIR ORTIZ: Very good. And Mr. Serpico, I just wanted to see, did we miss anything, or did we capture everything that we need? I'm sure we can change it if -- or amend it if we needed to,

going to be part of the benefit package.

TREASURER JAMES: Okay. Thank you.

CHAIR ORTIZ: Okay. Very good. Does anybody else have any questions or comments?

[No heard response.]

Okay, having heard none -- we already voted to approve, correct or have -- Ms. LaShea, did I make -- did I ask for a vote?

MS. WEST: No, you did not.

CHAIR ORTIZ: Okay. All in favor?

[ALL BOARD MEMBERS WERE IN AGREEMENT]

CHAIR ORTIZ: Anybody opposed?

[No heard response.]

Okay. Motion carries. Thank you so much.

Okay. So the next item started about two years ago as far as trying to get an agreement between the Las Vegas-Clark County Library District and the Foundation. There was a request for the Foundation to stand alone and stand on their own footing. And so part of that is an agreement, right? Everything we do is to benefit the Library District and so you have an agreement there.

The problem that -- I want to table this item because we really need to meet in person with the director and I believe there's two -- there's a legal counsel that helped prepare that and so it's not quite ready. I just wanted everybody to know that we have not sat on that; we have been working on it, but it's not ready for an approval. You do have it. There's some items that we want to

make sure we're comfortable with and that -- it limits the liability of the Foundation also. And so with that, that also helps us determine the funding source, but we're real -- getting real close. I'm excited.

Lastly, having that agreement gives us permission and the authority to go raise up -- raise money. And so that's one of the things that I'd like to see done.

Ms. Briana, did I miss anything?

COUNSEL MARTINEZ: No, Felipe. Really, we're still negotiating with the District on some of the terms.

So we received back a red line to our initial draft and previously the Board had voted for us to continue to work with the District and their Counsel on negotiating this agreement. Now we've received the revisions, and we wanted to be transparent with the Board to show you what the revisions were, which are red lined and what's on the screen and it shows there's still some work that needs to be done.

So 1, the Foundation -- or the District is proposing some seed funding to the Foundation. So essentially, they're willing to give up to 20 percent of the three-million-dollar endowment as seed funding to the Foundation. In addition, 5 percent of the Bookstore revenue to assist the Foundation in moving forward because obviously separating all the functions is going to require the Foundation to have money to be able to pay a staff member like the director position. So that was one change that was made.

And then in addition to that, in the agreement, they made

some changes as to a target of at least \$500,000 contribution from the Foundation to the District, a requirement that you keep your administrative overhead under 20 percent. Another thing that we've discussed, Felipe and I, is making sure that the Foundation is protected so we would want to include some type of indemnification provision in this Memorandum of Understanding.

So there's still really -- there's still work to be done, but we're moving in the right direction, and we want the Board to be updated on that.

CHAIR ORTIZ: Okay. So that kind of answers a lot and answers nothing. Basically, we're still --

COUNSEL MARTINEZ: I know.

CHAIR ORTIZ: -- negotiating. We're real close. Thank you, Mr. Kelvin Watson and -- for getting us together for the last two years, but we really do need to meet in person and finish this off so we can put it on a final agenda item both for this Foundation, and both for the Library District Board.

TREASURER JAMES: Chair?

CHAIR ORTIZ: And -- so Fred, did you have a question?

TREASURER JAMES: Yeah. I -- in this contract the -- we can't do anything. We have no funding. 20 percent that needs to be a clarification. When they say 20 percent of the Endowment Fund or 20 percent of what we raised. I think all of these things need to be worked out because we don't have any funding for next year's budget.

DIRECTOR BILBRAY-AXELROD: Right.

TREASURER JAMES: We don't have a clarification on what we can and cannot do. The presentation I did back in January or November [indiscernible.]

CHAIR ORTIZ: Okay. And I'm not there present -- Shannon, did you have any questions or comments?

DIRECTOR BILBRAY-AXELROD: No. I thank you all for doing the work. I -- my concern is the Bookstore, the 5 percent seems really low because that's, you know, a revenue source for us. But I know you guys have been working really hard, so I just think, yeah, we need to meet in person.

TREASURER JAMES: Part of -- if I could -- these are the things that we really, really need to work on because they've redefined a lot of the job duties that they were going to do; that they're going to take over. So we really need to meet with them all personally on this and go through each section, section by section, and make sure we have clarification on exactly what is being done.

My other question is to Briana. Were you able to work with the other attorney?

COUNSEL MARTINEZ: So unfortunately, I -- yes, I can work with her. What happened was I got the revisions last week and I was out of town, so there was no other discussion with her. But I don't see why we wouldn't be able to work together. And plus, I wanted to update the Board on what the revisions were and know -- and make sure that I'm on the -- before I go back to her and

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tell her, hey, these are the -- these are our concerns, I wanted to talk to the Board and make sure everybody's on the same page.

TREASURER JAMES: I think that we need to -- I may need to be a part of that meeting and maybe the Board Chair or maybe the Vice-Chair could be a part of that meeting --

COUNSEL MARTINEZ: Yes, I agree.

TREASURER JAMES: -- when it comes to parts of the -this agreement, especially regarding indemnification of funding sourcing and something that we can all agree on, because if we don't have funding sources, we're in the same spot today as we were last year. We have no funding.

COUNSEL MARTINEZ: I agree.

TREASURER JAMES: So we need to make sure we work those out.

And if we hire somebody -- like I said in the beginning, for us to hire a person, we need to make sure that we have at least two years of funding. And if this is not working out for us at the end of two years, then we -- the contract comes up and we renegotiate or whatever we have to do. So that's the input that I want to put into this at this particular time.

COUNSEL MARTINEZ: Thank you.

CHAIR ORTIZ: Thank you very much. So one quick comment. What's happening around us today is that there's going to be less money, public money and private money, so it's really important that we get this right because we are here to help raise

money for the District, for their programs. And we have the capacity; we have the means. I just want to feel comfortable that we have the authority to do that without having a lot of liability on us.

And we'll do a good job, Director Watson. We promise we'll, you know, do a good job. We just need this done as quickly as possible so we can move forward.

Was there anybody else with any comments before I ask to table this item?

VICE-CHAIR SANDERS: I have a question.

CHAIR ORTIZ: Go ahead, Michelle.

VICE-CHAIR SANDERS: I just want a little clarity around the seed funding to the Foundation of -- I believe it would equate to about 300,000; is that correct, Brianna?

COUNSEL MARTINEZ: No, it seems to be way less than that. The proposal is about 30,000 per year -- 43,000 per year.

VICE-CHAIR SANDERS: Okay.

COUNSEL MARTINEZ: The first year is 118 because they're proposing to give you 5 percent of some Bookstore money that's being held, which I was actually going to ask the Chair if I could bring this up. But there's a revision in the MOU that the Foundation is currently holding \$500,000, which I believe came from some past activities with the Bookstore sales. And so that's a topic that we need to discuss about this 500,000.

And so what they're proposing is 5 percent of that 500,000

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24 25 would be for the first year for a total of about 118,000. But that's only for the first year and then moving forward, it would only be about 43,000 per year.

> TREASURER JAMES: And that's a big issue --COUNSEL MARTINEZ: Right.

TREASURER JAMES: -- for funding for the District and it's something we really need to work on. And we can't work on it today, but we need to work on that in negotiations.

COUNSEL MARTINEZ: Right. I mean, this is all I have to say. I've been working on this for two years. I worked on it with Elaine, with Tamar, with Felipe and I know the Board -- the old -- the older Board members know this because we've had multiple meetings about it. And so this is a step in the right direction. We got revisions back and at least some proposal. It's just been a long time coming.

VICE-CHAIR SANDERS: Okay. So to continue that -- what I was saying. So that 118 or whatever amount, that seed money is to be used towards administrative expense or is there a specific area that is supposed to be used in because, again, going back to Jorge's comment is how we're going to pay for this position, but we need the position in order to raise funds. So we're kind of like a dog chasing his tail right now. So I want to make sure that we're in a good position to do so.

COUNSEL MARTINEZ: Yes. And it would be towards administrative expenses.

COUNSEL MARTINEZ: I don't have any meeting dates, but I will get with you and Felipe and the District and their Counsel so we can set it up.

TREASURER JAMES: Okay, thank you.

COUNSEL MARTINEZ: You're welcome.

CHAIR ORTIZ: Thank you very much. Okay. So that item, Item No. VIII, if I -- it will be tabled to the next meeting, Ms. LaShea.

Okay, very good. Chair's report. Basically, I've talked to a lot of individuals about donating money. There's -- they're not in the millions but they are sufficient to help us move forward. But I really would like to have the agreement.

I've been meeting with the accounting office there for the District. Interestingly enough, I'm on a lot of accounts. I get dinged a lot. I'm ready to transfer money for the final payments for the West Las Vegas Library. Pretty much Floresto and Martha have been on top of that with direction of the Director, but I'm ready to transfer that money so that property can be paid for when all the money comes in.

Fred -- that's my report. Fred, the Treasurer's report?

TREASURER JAMES: I'm not going to waste anybody's time on this Treasury report. We have lots of assets, but we don't have enough cash, working cash to go forward. We don't have enough cash to pay for salaries. We don't have enough cash to even pay for the monthly bills. We have to make sure we keep our meetings short with our attorney just to make sure we have enough

cash to pay our attorney.

So I'm just going to tell you we only have about just under \$100,000 in cash assets. Anything else -- and we have about 500,000 in -- that could be used for our seed money and that's what I was hoping that we could get. That's something we're going to have to negotiate on. Hopefully the District is amenable to that, so that we could be able to move forward. If we could get that in seed money, then we can move forward and we can make sure that we get things done in that two-year -- the next time this contract has to be renewed.

And we might have to ask for three years instead of a twoyear contract because it's going to take six months to find somebody to hire, especially at this rate -- at these wages. And plus, a lot of people may or may not want to apply for the position when they don't understand how we continue funding sources that we're going to have. So that's my input to that. So we --

CHAIR ORTIZ: Thank you very much.

TREASURER JAMES: -- don't have the cash. All we got to do is negotiate some funding sources and then whatever is going to go to our administrative and whatever is going toward whatever programs that the District want to fund.

CHAIR ORTIZ: Okay, very good.

Next item -- does anybody have any questions for Fred?

[No heard response.]

Hearing none, Director Watson, is he present?

EX-OFFICIO DIRECTOR WATSON: I am present, Chair Ortiz.

CHAIR ORTIZ: Thank you very much. Tell us -- if I can direct just a little bit, tell us about the West Las Vegas; how far along are we and what's the exciting news.

EX-OFFICIO DIRECTOR WATSON: I actually was just over at the West Las Vegas Library at 10:00 a.m. this morning doing a quick tour, so that's why I was a few minutes late coming to the meeting. The library, if you have an opportunity to drive down MLK, you'll see that it is certainly coming along. We are in the process of planning to prepare the concrete actually for the parking as we speak.

We're probably at about 80 percent or so complete with the actual building. We're looking at, depending on supply issues that -- as a result of things that are happening with tariffs, et cetera, we're looking at potentially having possession of the building in and around October of this year, maybe with an opening of the library in December, probably a soft opening with a full grand opening sometime maybe around February or so.

But, again, that is all up to some -- again, I heard this morning power -- we may be looking at a 12-week wait to get power established actually in the building.

But the building itself is 80 -- like I said around 80 percent complete, so if you go over there, if you want, if you -- any of the Foundation Board would like to schedule a tour, we can look at a

date and go over and walk you around. It is a construction site, so it is pretty busy over there. But I would encourage everybody if they haven't, again, to just drive over and see the building. It's actually looking great. The windows are in, glass is in, elevator is almost in. You know, walls are all up, so it's looking quite good.

So that's the West Las Vegas update. And as again, if you let us know, we normally will try to get as many people together as we can to do a tour. The tour lasts about an hour to kind of walk the site and walk the building. And we'd love to, you know, take you through that when you're ready.

Regarding my report, I've issued my report for my activities -- for some of my activities from January to March 2025. Continue to meet with numerous partners in the community, as well as share what's happening with the Library District, both locally, as well as nationally. We are in the midst of our -- beginning of our Summer Challenge, so we had some great results last year and looking for some similar results or better this year with some of our partners and we're starting in about a month [no sound] for people to, you know, sign up and get going, up to and including four packs of tickets from the NBA Summer League that have been donated to the Library District.

We are also preparing to attend the American Library
Association Conference that will be held in Philadelphia this year
from the 26th of June to the 30th of June. And the Library District
will be receiving some awards and recognitions again this year

1	[No sound; delay.]
2	CHAIR ORTIZ: Okay.
3	[No sound; delay.]
4	CHAIR ORTIZ: Thank you, Fred. Did you have any
5	questions or comments, Fred?
6	TREASURER JAMES: Yeah. I have one more. Was I a
7	part of that meeting because I don't remember it.
8	EX-OFFICIO DIRECTOR WATSON: You were a part of the
9	meeting in December. I'm explaining to you, Fred, how my reports
10	are done that I submit to my Board. We met in December to
11	discuss the agreement. You, me and Chair Ortiz.
12	TREASURER JAMES: Okay. You said what I heard you
13	said is your meeting was covered from January, February, March,
14	April.
15	EX-OFFICIO DIRECTOR WATSON: Yeah, these are my
16	Executive Director's Monthly Reports that I submit from January to
17	March of 2025. So if my Board is looking at these reports, they're
18	normally a month behind. So I submit my report in January from
19	my activities in December, so that's what you're looking at.
20	TREASURER JAMES: Okay. Thank you. I just don't
21	remember
22	CHAIR ORTIZ: Thank you.
23	TREASURER JAMES: meeting.
24	CHAIR ORTIZ: First of all, Director Watson, thank you.
25	You've knocked it out of the park as far as West Las Vegas, given

the times that we're in, given the political arenas that are out there that don't want to fund libraries, I'm really, really super excited and glad that this is going to get to the finish line in an area where it's most needed. So thank you again and please thank the Trustees and of course your staff.

Does anybody else have any questions for Director Watson?

Shannon, I know you're online. Did you have any questions?

DIRECTOR BILBRAY-AXELROD: I was curious to hear that he said that he was in Qatar, I believe, but I didn't hear what the reason was. I'm just curious.

EX-OFFICIO DIRECTOR WATSON: I was the keynote speaker for their Libraries Lead Forum that was held at the Qatar National Library in Doha. So that's why I was there.

CHAIR ORTIZ: Very good. Thank you. Does anybody else, Nicole, Michelle or Mr. Cervantes, have any questions or comments or any other Trustees -- I mean Board Directors.

DIRECTOR CERVANTES: No questions.

CHAIR ORTIZ: Okay. Thank you, Mr. Watson, for the report. And, again, thank you for continuing to move the Library District forward. It's -- great job, great job. Thank you.

Let's see public comment. Before we do that, tomorrow we have an election meeting online, Zoom at 12:00. And Ms.

LaShea, are we going to use the same code or is it going to be a

1	different code?
2	MS. WEST: It's a different code. I sent it out to all of the
3	Board members.
4	CHAIR ORTIZ: If you can resend it out again. I know I go
5	it, but my e-mail gets stacked.
6	MS. WEST: Of course.
7	CHAIR ORTIZ: Thank you so much.
8	VICE-CHAIR SANDERS: Chair
9	CHAIR ORTIZ: Okay.
10	VICE-CHAIR SANDERS: I do have a question about
11	tomorrow's elections.
12	CHAIR ORTIZ: Sure.
13	VICE-CHAIR SANDERS: Do we have the documentation
14	on terms and where people are on their terms? Because we got in
15	trouble with that before of
16	CHAIR ORTIZ: Okay.
17	VICE-CHAIR SANDERS: extending beyond
18	CHAIR ORTIZ: Good point.
19	VICE-CHAIR SANDERS: their terms.
20	CHAIR ORTIZ: I will make sure we send that out today,
21	okay?
22	VICE-CHAIR SANDERS: Okay. Thank you.
23	CHAIR ORTIZ: Yeah. We'll get it to you as quickly as we
24	can. Very good.
25	Any other questions for tomorrow's meeting?

1	I'll entertain a motion to adjourn the meeting.
2	VICE-CHAIR SANDERS: Motion to adjourn.
3	TREASURER JAMES: I'd second.
4	CHAIR ORTIZ: Thank you. Second.
5	All in favor?
6	[ALL BOARD MEMBERS WERE IN AGREEMENT]
7	CHAIR ORTIZ: All right. Thank you, everybody for the
8	hard work. We're going to get this done. Appreciate it. Thank you
9	so much.
10	[Meeting concluded at 12:35 p.m.]
11	* * * Total Meeting Run Time – 33 minutes* * *
12	ATTEST: I do hereby certify that I have truly and correctly transcribed the audio/video proceedings in the above-entitled
13	meeting to the best of my ability.
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15	Butting
16	Brittany Mangelson Mangelson Transcribing
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