

1 LAS VEGAS-CLARK COUNTY LIBRARY DISTRICT
2 FOUNDATION BOARD OF TRUSTEES MEETING VIA ZOOM
3 FRIDAY, JANUARY 09, 2026

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5 [Meeting began at 12:03 p.m.]

6 CHAIR ORTIZ: Good afternoon. This is a Felipe Ortiz.
7 Today is Friday, January 9th. It's approximately 12:03 p.m. It's the
8 Las Vegas-Clark County Foundation meeting.

9 Topics raised under today's -- under this item must be
10 limited to matters on today's agenda. Persons wishing to speak in
11 public comment must sign in. The public comment is limited to a
12 certain amount of time. This is a time for public comment.

13 Ms. Lashea, is there any public comment?

14 MS. WEST: There's no public comment.

15 CHAIR ORTIZ: Okay. And I do apologize. Go ahead and
16 please take roll call.

17 MS. WEST: Chair Felipe Ortiz.

18 CHAIR ORTIZ: Here.

19 MS. WEST: Vice Chair Michelle Sanders.

20 VICE CHAIR SANDERS: Here.

21 MS. WEST: Secretary Nicole Rogers.

22 SECRETARY ROGERS: Here.

23 MS. WEST: Treasurer Fred James.

24 TREASURER JAMES: Here.

25 MS. WEST: Director Pamela Graham.

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DIRECTOR GRAHAM: Here.

MS. WEST: Director Shannon Bilbray-Axelrod.

[No response heard.]

MS. WEST: Director Vicki Gaska.

[No response heard.]

MS. WEST: Director Jorge Cervantes.

DIRECTOR CERVANTES: Here.

MS. WEST: Director Tamar Hoapili.

[No response heard.]

Director Leslie Valdez.

[No response heard.]

Ex Officio Director Kelvin Watson.

DIRECTOR WATSON: Here.

CHAIR ORTIZ: Thank you very much. So we have a quorum.

MS. WEST: Yes.

CHAIR ORTIZ: And as I said, public comment. Is there any public comment, Ms. Lashea?

MS. WEST: There is no public comment.

CHAIR ORTIZ: Thank you very much.

Having said that, today's agenda item is to discuss the -- discuss and possible Board action to approve the contract between the Las Vegas-Clark County Library District and the Library District Foundation.

This started before my time. I got involved in about

1 August -- late August/September 2024. So we're -- I think we're
2 finally here to see if we can get this across the finish line.

3 There previously was an agreement that expired. It was a
4 global agreement that expired between the Library Foundation and
5 the Library District, the 501(c)(3) arm, and the public entity, the
6 Library -- Las Vegas-Clark County Library District Foundation. And
7 so having said that, it expired, but we continued to do what we
8 needed to do.

9 And so in the agreement that was previously sent, and
10 that was what I was trying to send you, it did not include any book
11 items; that was removed from the agreement. What we're trying to
12 do is trying to find a mechanism to get us started off the ground to
13 pay for -- to pay for us to get off the ground so we can continue
14 with the Foundation and become strictly a fundraising organization
15 and not just a pass-through organization.

16 And so having said that, we had asked for money from --
17 in cooperation with the District, the ability to draw down money
18 from the investment account -- or actually not the investment
19 account, from one of the other accounts that we have to start up.
20 And so they went back and forth, the attorneys, and reviewed it
21 with Mr. Watson and Mr. Jerry Welt, attorney, and Lauri Taurig, I
22 think is her name. And let me tell you, it's interesting the way
23 things are.

24 But having said that, this is where we're at. The issue is
25 they're willing -- and you can correct me, Kelvin -- Mr. Watson,

1 Director, they're willing to give us 185,000 for the first year. We
2 have to raise 150,000 to go to the District for programming. The
3 next year, it's -- we have to raise about 400,000 and then out of that,
4 we can use no more than 50 percent to pay our expenses for the
5 director and other ancillary items -- the Foundation Director.

6 The third year, we continue to raise money. Our expenses
7 are about 220, so we cannot use more than 35 percent of what's
8 raised. And then the 4th year goes down to 20 percent. They got
9 stuck on, and they, the Library District, on the idea that we cannot
10 use more than 20 percent of the money raised to pay for a director
11 or for anything else. Great idea. Conceptually, though, that means
12 we'd have to raise about 1.5 million this year to pay the expenses.
13 So it's not reasonable, not doable for a variety of reasons, including
14 the economy and the time. So -- but this actually is a step proposal.

15 So just to repeat, the first year, we would be allowed to
16 draw 185,000. Our commitment is to raise 61 to pay for the director
17 and any expenses, plus raise 150,000 that would go to the Library
18 District.

19 The second year is we continue to raise money, but at that
20 point, we have a director. We have the Library District still helping
21 us, and then we have the Foundation Board helping. So we cannot
22 spend more than 50 percent of what's raised on overhead. And that
23 amounts to attempting to raise about \$400,000 in the second year.

24 In the third year, the maximum amount of money that we
25 can use that is raised to go for the director and expenses is no more

1 than 35 percent.

2 And then the 4th year goes down to 20 percent.

3 So that means we'd have to raise \$150,000 the first year,
4 \$400,000 the second year, about 850,000 the third year and about
5 1.2 million in the 4th year. So that's one item.

6 Then the other hiccup was we currently use staff from the
7 Library District to help us with a lot of stuff and they've been
8 tremendous. Lashea, number one, does our meetings and helps
9 write grants that she sees come through. Martha in the accounting
10 and Floresto, they help us with financial information. And then
11 we're currently using the HR director also to help us find a new
12 Foundation Director.

13 And so -- and I'm not sure where this came from, but the
14 attorney said that they would not -- and I guess they talked to
15 Kelvin, they said that they would not -- they could only allow us to
16 use the staff for the next six months; after that, we'd have to use
17 our own staff. So that means we'd have to acquire bookkeeping
18 services and a CPA to do our taxes at the end of the year.

19 And legitimately, that's pretty good because we have to
20 stand on our own two feet. And that means we're not a pass-
21 through agency, just money comes in, money comes out. We're
22 actually raising money. We're actually raising money to pay for our
23 expenses and we're standing on our own. And that's what's
24 necessitated -- or required by the IRS.

25 And so a little bit convoluted. Hopefully I explained it.

1 The rest is all information that was given to you guys previously
2 and we're going to put it all in writing, but I wanted -- did not want
3 any more time to be lost because we made a commitment to hire a
4 Foundation director and we're ready to go. We just need to know
5 where the money came from.

6 And so I know it's not as -- it's as clear as mud, but let's
7 see if we can get through this today as quickly as we can.

8 Vice Chair Michelle, did you have any questions?

9 VICE CHAIR SANDERS: No questions.

10 CHAIR ORTIZ: Okay. Treasurer Fred, did you have any
11 questions?

12 TREASURER JAMES: I would -- I was hoping to have read
13 the contract and understand what we are, but I didn't see -- I didn't
14 hear anything that gives us the opportunity to be successful in our
15 endeavors to split. I don't think there's enough funding coming
16 through from the endowment fund that we should be able to use to
17 be able to get this operation going.

18 And especially after six months versus what you're
19 saying, if we are to utilize our own people, services, et cetera,
20 accounting services, and I don't know if we still have Lashea to
21 work with. If we're using all -- if we're using all our period, we need
22 to get together and set a budget and -- a realistic budget for the
23 person who takes this position to have enough funding to be
24 successful in the position.

25 From what I just heard, I don't think that's going to -- it's

1 not viable. So that's my --

2 CHAIR ORTIZ: Okay.

3 TREASURER JAMES: That's my concern.

4 CHAIR ORTIZ: Thank you very much, Fred.

5 Director Watson, Library District Director Watson, would
6 you like to weigh in to ameliorate those concerns?

7 DIRECTOR WATSON: I think where we've come in the
8 negotiations with you, Chair Ortiz, Treasurer James was also
9 included, the attorneys, our board chair, our attorneys, we agreed
10 to the \$185,000 back in the summer, last June; that that would be
11 something that would be able to cover the executive director
12 position.

13 The Library District's part of the contract would be
14 significantly supporting the Foundation with overhead expenses by
15 getting and making sure that the staff member has a space,
16 computer, technology. So there's overhead expenses that are
17 going to be covered and therefore the salary for that person would
18 be able to be covered and hit the ground running.

19 Where we are with the support. Lashea, who is currently
20 in that role, and for the meeting minutes, yeah, she does help set
21 up the meetings, but the meeting minutes are now, as you know,
22 being done by Read AI. So we aren't even really helping except to
23 really set the meeting up, which the executive director person
24 would be able to, you know -- that person would be able to do that.

25 We're still going to support the Foundation with setting up

1 the tech -- you know, technology wise via Zoom, for example. So
2 we're going to be there to help, but we got to transition away. As
3 you mentioned, Chair Ortiz, we have to start transitioning away.
4 And so, Lashea, those -- that point.

5 But then on the financial side, as you just mentioned, I
6 think that, you know, going to the bookkeeping services, certainly,
7 Treasurer James, who was the previous CFO for the Library District,
8 could certainly help, you know, transition those things as well. So
9 that's where we are with what we offered.

10 We also, you know, went through the process to say,
11 okay, let's not look to hinder the Foundation with trying to manage
12 their -- your overhead expenses until really, Year Four. So you got
13 support with the grant writing. Lashea is still going to be helping
14 the executive director or, you know, that person that's in Lashea's
15 position. So we're going to be still providing some support, but it
16 won't be as much support as we have been previously.

17 CHAIR ORTIZ: Thank you, Director Watson.

18 Nicole Rogers, any questions, comments?

19 SECRETARY ROGERS: No questions, just a quick
20 comment. And I'm glad, Kelvin, that you reiterated, because the
21 only thing that was a little -- that I was a little concerned about was
22 that if we only had that help for six months, because if we only
23 meet four times a year, that means from now until this executive
24 director, we may have only had them for about another, you know,
25 a month and a half then out of the times that we met, right, the four

1 times a year.

2 But if we can still rely on it -- the six months is what I think
3 threw me off a little bit. But if we can still kind of rely on that help
4 until we really get it, I think that would be helpful. The six months
5 was kind of a little jarring because I felt like, ahh, six months and
6 then we're cut off. And if we only meet once during that time, I feel
7 like that's not enough for the Board, plus the executive director,
8 plus to make sure that we're all, we have this under our feet, which
9 we can do.

10 But -- so I think Kelvin kind of clarified that for me a little
11 bit; that they'll still continue to help and the six months isn't a solid
12 cutoff.

13 DIRECTOR WATSON: And what we -- and what we did --
14 this is Director Watson. What we did, Nicole, was we put six
15 months or two meetings, but that was something that we put in the
16 contract. As you've heard me continually say, we're going to still
17 be here to support the Foundation. If it takes four meetings, then
18 we're going to do four meetings. Whatever, you know, to get the
19 executive director, you know, on their feet being able to do that.
20 But again, reiterating, we have to transition --

21 SECRETARY ROGERS: Right.

22 DIRECTOR WATSON: -- and that's the goal.

23 SECRETARY ROGERS: Right. Perfect. I think that's
24 helpful.

25 CHAIR ORTIZ: Thank you.

1 Pamela Graham, did you have any questions or
2 comments?

3 DIRECTOR GRAHAM: I did not. I think that you all
4 answered them all.

5 CHAIR ORTIZ: Thank you for joining us today.

6 Mr. Cervantes, Jorge Cervantes, any questions, concerns?
7 And we're going to put this all in writing and actually go to another
8 meeting, but for right now, I thought it was important that we bring
9 everything up, be transparent about it.

10 DIRECTOR CERVANTES: Yeah, I don't have any
11 questions, but I echo Fred's concerns about the viability of the
12 Foundation. You know, it seems that our purpose and our goal is to
13 raise money to support the library, but I just don't see a reciprocal
14 feeling come from that. So, you know, I guess we can move
15 forward, try to get a director, get this off the ground, get it moving,
16 and then go from there. But I just get concerned -- sharing Fred's
17 concerns about the viability.

18 CHAIR ORTIZ: Okay. Thank you very much.

19 Vicki Gaska.

20 DIRECTOR GASKA: No questions at this time.

21 CHAIR ORTIZ: Thank you for joining us on a busy day.

22 Tamar Hoapili, are you on the phone?

23 [No response heard.]

24 Okay. Shannon Bilbray-Axelrod.

25 DIRECTOR BILBRAY-AXELROD: Yes, can you hear me?

1 CHAIR ORTIZ: Yes, we can. Thank you.

2 DIRECTOR BILBRAY-AXELROD: Okay. I too share the
3 same concerns as Trustee James, and I just wanted to clarify a few
4 things. So the Foundation Bookstore, is that -- are those -- is that
5 going back to the District?

6 CHAIR ORTIZ: It did. It did back --

7 DIRECTOR BILBRAY-AXELROD: Okay.

8 CHAIR ORTIZ: -- [indiscernible].

9 DIRECTOR BILBRAY-AXELROD: Okay. So that's not
10 changing.

11 CHAIR ORTIZ: Correct.

12 DIRECTOR BILBRAY-AXELROD: Okay. And so do we
13 have any other access to any other funding streams? Are we going
14 to be writing grants? Are we going to have any -- are we going to
15 be competing against the library? I just have a number of concerns
16 once again about viability.

17 Is the Library District going to be providing office space?
18 Director Watson mentioned something about having desks and
19 things like that. I just wasn't totally clear on that, if you could
20 explain. Thank you.

21 CHAIR ORTIZ: Oh, basically, Director Watson, if I may
22 weigh in. So essentially -- and I apologize, they want us to be
23 separate, and they want us to raise money. And then to achieve
24 that, we need a director. To get a director, we need money to pay
25 him. And so in between all of that, the District is going to provide

1 us with office space, computers, phones, they're going to pick up
2 the tab there, the internet and so on.

3 And so then the second thing, if we hire a director, the
4 director along with the Board, along with the District is going to
5 raise money. And then Lashea is still going to do grants on
6 behalf -- some are direct grants to the Foundation, other grants are
7 direct grants to the District, but we have to sign off on them.

8 But in that, the legal opinion that they're giving is that we
9 cannot use more than 20 percent as overhead because it looks
10 really bad. So if you use that number, that means if you raise a
11 million dollars, you can only use \$200,000 for expenses. That's
12 where that comes in.

13 So in combination of getting the office space, the
14 equipment, the use of staff for the next six months, and a director
15 who hope -- you guys select, hopefully can help start raising
16 money, one to pay for his expenses and to raise the -- you know,
17 money for the District.

18 So -- but the reason I bring it forward is because it's one
19 half dozen of another or the chicken and the egg. We have no
20 money to get started, but we need money to get started and there is
21 money to get started. So, I mean, and this has been dragged on
22 for, 18 months -- no, two years, three years now. And so I thought
23 it'd be prudent that we bring it forward to everybody.

24 Director Watson, is there anything you'd like to add?

25 DIRECTOR WATSON: No, Chair Ortiz, I think you covered

1 it. And I think to reiterate, the overhead expenses that the District is
2 providing, we're providing the support. We're -- so the only
3 overhead that the person, the individual as executive director would
4 possibly have would be incurred expenses for maybe taking people
5 to lunch or things like that.

6 But the other operational costs primarily would be
7 supported and funded by the District and to -- and ongoing. So that
8 doesn't stop. That's not a six-month thing. That's an ongoing
9 support for -- through the -- for the entirety of the agreement for the
10 executive director that the Foundation will not have to pay.

11 CHAIR ORTIZ: Okay. So having said that -- and the
12 reason for also calling this meeting is because we've lingered too
13 long and we might lose some applicants for a director for the
14 Foundation. I need to get that moving forward if that's what this
15 Board decides.

16 And let me just go back one more time. Michelle, any
17 other follow-up comments or questions or concerns?

18 VICE CHAIR SANDERS: None.

19 CHAIR ORTIZ: Okay. Fred, James, any questions,
20 comments, concerns?

21 TREASURER JAMES: Yes. If we receive -- let's just say
22 we received 400,000 and the donor says this can go strictly toward
23 your Foundation. Will that be a problem? Is that in the contract
24 that if we got a donor, and that donor was willing to fund our
25 operations for one to two years, and it's a large amount, would

1 that -- do we still have to give 20 -- 80 percent of that donation to
2 the District? Or is that -- are we allowed to keep that 400,000 for
3 our --

4 CHAIR ORTIZ: Well, technically -- I'm not an attorney, but
5 having been on boards, it would be prudent for us to secure as
6 much money as we can during the first year because during that
7 first year, the only requirement is that we give them back \$125,000.
8 After that, it is the percentage.

9 TREASURER JAMES: So if we got 400 -- let's just say
10 400,000 -- 500,000 and so -- and the person says you can use all of
11 it; it is dedicated to the Foundation's operation, we can't keep the
12 500,000, we still have to give them 400,000 and we can only use
13 100,000?

14 CHAIR ORTIZ: No, that's not the way I see it. I see we'd
15 keep the 400 -- 500,000. The new Foundation director would go out
16 and raise another 125,000 during that first year to give to the
17 District.

18 TREASURER JAMES: Okay. So basically it's understood
19 in the contract that if we have a donor that says I'm only donating
20 to the operation, that the contract allows us to be able to not have
21 to come up with 20 percent of that -- I mean, 80 percent of that
22 donation to give to the Library District --

23 CHAIR ORTIZ: Well that --

24 TREASURER JAMES: -- of that particular donation.

25 CHAIR ORTIZ: Yeah, and that would be -- Ms. Tiffany, can

1 you weigh in a little bit, the legal counsel from Kaempfer Crowell?

2 MS. LEHTINEN: Yes. So this is Brittany.

3 CHAIR ORTIZ: Brittany; sorry.

4 MS. LEHTINEN: So it -- my understanding of the way that
5 the contract has been negotiated and would likely be interpreted, if
6 you only raise that \$500,000 donation, any donor, while they could
7 limit and say that it's specifically for your purposes, part of your
8 purposes is in support of the District. So any sort of donation to the
9 District would not be a violation would be my reading of it.

10 And so let's say you only in the scenario raise the
11 \$500,000 and you didn't raise anything else, you would have to give
12 \$125,000 in this first year to meet the conditions imposed in the
13 contract. Otherwise, if you are able to raise more than that
14 \$500,000 that is specifically for Foundation purposes, then it
15 becomes based off of the overall distribution of the dollar amounts
16 received and based on those terms.

17 So again, for this first year, it would just be out of the total
18 dollar amount you raised, that \$125,000 value is what the District is
19 owed.

20 TREASURER JAMES: So that I'm clear --

21 CHAIR ORTIZ: So --

22 TREASURER JAMES: So that I'm clear. So if we get a
23 donation that says this is strictly for the operation of the
24 Foundation, are we able to keep all of it? Or do we have to give 80
25 percent of that donation, anytime this year or next year of that

1 particular donation to the library?

2 CHAIR ORTIZ: Ms. Brittany.

3 MS. LEHTINEN: Well -- so you could be responsible for
4 sending out a portion of that payment if you don't receive other
5 funds to meet your contribution --

6 TREASURER JAMES: Well, I'm saying -- what I'm -- all I'm
7 just trying to do is be clear if someone donates to the Foundation
8 and says this is strictly to be used by your Foundation for your
9 operations, expenses, whatever left over you still use it for your
10 Foundation's operation, does the contract forces us to use that
11 strictly donation -- strictly to the Foundation, to come up with the
12 other 80 percent or whatever amount that we have to come up with
13 to take it from that \$400,000 or \$500,000 and give up portion of
14 what is by the donor. Because that becomes a restriction by the
15 donor to the Foundation, that they can only use the funding for
16 their operation.

17 So will our contract force us -- or will the contract has any
18 language in it that says that if a donor donates to the District and
19 explicitly says this is strictly for the operations of the Foundation, is
20 it clear in our contract? That's all I'm asking. That we can keep that
21 funding, no matter how much we receive in gifts and donation from
22 all the other people?

23 I believe I'm clear. If I'm not, just ask me a question.

24 DIRECTOR WATSON: This is Director Watson. I'm not an
25 attorney, but I think you just threw a nuance in this conversation,

1 Director James, that we might want to look at so that if that is the
2 case, that someone -- that's something that I've never seen where
3 someone -- a donor made a specific, restricted donation for the
4 operations of the Foundation -- or of a Foundation, because the
5 Foundation's mission is to fund -- you know, help support the
6 Library District.

7 So if you -- I mean, we, if you want to go with that, if you
8 guys want to go down that path, then that's something that the
9 attorneys will have to look at and probably put language in around
10 that we currently didn't have.

11 MS. LEHTINEN: Yes, Director Watson's correct. That
12 would be the exact -- that's the interpretation I have of what
13 currently exists. There is no language that has room to allow you
14 to keep those funds because the donor specifically is trying to
15 restrict them. Back to, again, the point that the Foundation has the
16 purpose of helping with the District's programming and like
17 matters.

18 So to answer your -- to be as succinct as possible, I would
19 say no. And I do think if that's something that the Board wants to
20 discuss more, then I will have to -- Briana -- Ms. Martinez and
21 myself would have to go back to Ms. Thompson with the District
22 and work on some language for that and see if the District's open to
23 it.

24 CHAIR ORTIZ: And Fred, candidly, you know, we don't
25 have that scenario yet, so I don't want to address it until -- I want a

1 contract, then if it comes forward, then we address it. That would
2 be my thought. But I want everybody to feel comfortable.

3 Did you have anything else, Fred?

4 TREASURER JAMES: Nothing else.

5 CHAIR ORTIZ: Okay. Nicole, did you have any further
6 questions, comments, concerns?

7 SECRETARY ROGERS: No. I just -- I would love to just
8 read over the contract at some point. I would love to actually see
9 what it says and then go from there. But I think it's fine.

10 CHAIR ORTIZ: Okay. Mr. Cervantes -- I mean, Pamela
11 Graham, do you have any questions, comments or concerns?

12 DIRECTOR GRAHAM: I think the contract is helpful to
13 have a better understanding. And I think it -- yeah, I think seeing
14 the contract would be helpful. And I also think that it's important to
15 address whether or not those specific or identified donations have
16 an effect on our fundraising skills or whatever we're liable for. So.

17 CHAIR ORTIZ: Okay. Thank you very much.

18 Mr. Cervantes, any questions, comments, or follow-up
19 comments or concerns?

20 DIRECTOR CERVANTES: Yeah, no follow up questions or
21 comments.

22 CHAIR ORTIZ: Thank you so much.

23 Ms. Vicki Gaska.

24 DIRECTOR GASKA: None at this time.

25 ...

1 CHAIR ORTIZ: Thank you so much.

2 Shannon Bilbray Axelrod.

3 DIRECTOR BILBRAY-AXELROD: Yeah, can you hear me?

4 CHAIR ORTIZ: Yes.

5 DIRECTOR BILBRAY-AXELROD: Okay. I do. I have a lot of
6 concerns. I'm going to be honest, as someone who has a
7 development background, I don't think I would take this position. I
8 just don't -- I -- the 20 percent that they're that they're asking for is
9 based on grants that a lot of times grants don't want more than 20
10 percent going to operations. But there's a lot of other things like
11 full Board participation and bringing revenue. There's a lot of
12 things. I have many concerns with this contract. I -- if you told me
13 that in ten years the Foundation no longer existed, I would not be
14 surprised based on this. So I'm just going to voice that and we can
15 move forward.

16 CHAIR ORTIZ: Okay. Mr. Watson, any follow-up
17 comments or?

18 DIRECTOR WATSON: No follow-up comments, except if
19 the attorneys need to continue to add more language, as just
20 mentioned, then that's something that, you know, I'll bring to our
21 attorneys to be on the lookout for, if that's going to happen, or
22 we'll -- or how we'll -- you know, how we'll proceed.

23 CHAIR ORTIZ: Okay. And thank you so much.

24 And then, Ms. Brittany, if you can help me out -- I mean,
25 Ms. -- yeah, Brittany --

1 MS. LEHTINEN: Yes.

2 CHAIR ORTIZ: -- can you help me out here?

3 So again, back to where I started in August of 2024. I
4 want everybody to see a complete contract, but I wanted to make
5 sure that everybody knew the hiccups, the last portion of the
6 contract that was really holding a substance, probably August. And
7 so we had a discussion about that. We had public -- I mean,
8 comment about that.

9 And so this is an item that has a discussion and approval,
10 but I want everybody to see the full contract before they vote to
11 approve. So mechanically, as far as an agenda item, do we table it
12 till one more meeting, so everybody gets to see the contract? Or
13 can we approve? And the only reason is that way we can move
14 forward with looking at an executive director.

15 MS. LEHTINEN: From my perspective, I would say based
16 off the concerns raised that everybody needs an opportunity to
17 review the contract since it sounds like that did not occur. That way
18 there's no question about who -- there's no question about any
19 concerns pending or other language that might need to be inserted
20 later because once it's approved, it's approved.

21 CHAIR ORTIZ: Got you.

22 SECRETARY ROGERS: I don't feel comfortable voting on
23 something I haven't read --

24 VICE CHAIR SANDERS: Same.

25 SECRETARY ROGERS: -- a final copy of.

1 CHAIR ORTIZ: Okay. Having heard that, then let's -- and
2 again, we're -- time is leaving. If we can get this to -- I know Briana
3 has it, and she was not available today, and then her co-counsel is
4 here with us, but if we can get it to everybody by next Tuesday,
5 would that be sufficient time to have a meeting for next Friday, or is
6 that too close of a time?

7 SECRETARY ROGERS: I -- for me, if you guys could get it
8 out later today, we could have a meeting on Tuesday.

9 VICE CHAIR SANDERS: Yeah, I would prefer not Friday.
10 I'll be busy with the MLK parade weekend.

11 CHAIR ORTIZ: Oh, that's right. That's right.

12 MS. LEHTINEN: Just -- so we could definitely get the
13 agreement circulated. I do think Tuesday's too soon because of
14 public or -- open meeting law notice requirements because it's
15 already Friday, almost the afternoon. So if we get it out, we could
16 probably do a meeting Wednesday or Thursday.

17 SECRETARY ROGERS: Can we shoot for that then?

18 CHAIR ORTIZ: Does anybody have an issue with
19 Thursday -- a meeting on Thursday at 12:00?

20 TREASURER JAMES: This Thursday coming?

21 CHAIR ORTIZ: Yes.

22 TREASURER JAMES: 3:00? You say --

23 SECRETARY ROGERS: Thursday, the 15th.

24 TREASURER JAMES: -- 2:00 or 3:00?

25 CHAIR ORTIZ: 12:00, noon.

1 Okay. Thursday, 12:00, noon. That's the 15th.

2 Okay. All right. Then can I -- I'll entertain a motion to
3 table this until --

4 VICE CHAIR SANDERS: [Indiscernible].

5 CHAIR ORTIZ: I'm sorry, go ahead.

6 VICE CHAIR SANDERS: I'm sorry, this is Vice Chair. I
7 cannot be there Thursday at 12:00, noon. I had to look at three
8 computers. Sorry.

9 CHAIR ORTIZ: No, worries.

10 SECRETARY ROGERS: What time works for you, Michelle,
11 on that Thursday, if at all?

12 VICE CHAIR SANDERS: I can do 11:00 and I can do after
13 2:00.

14 CHAIR ORTIZ: Okay.

15 VICE CHAIR SANDERS: I can't -- I have another board
16 meeting at that time.

17 CHAIR ORTIZ: Do you have time at 11:00?

18 VICE CHAIR SANDERS: I do.

19 CHAIR ORTIZ: Okay. Is that okay with -- does anybody
20 have any issues with 11:00 Thursday?

21 SECRETARY ROGERS: No.

22 CHAIR ORTIZ: Okay. All right. We'll work real hard here.
23 Thursday at 11:00. I'll entertain a motion to table this until
24 Thursday, January 15th; is that correct?

25 DIRECTOR BILBRAY-AXELROD: So moved.

1 CHAIR ORTIZ: Okay. Is there a second?

2 VICE CHAIR SANDERS: Second.

3 CHAIR ORTIZ: Shannon Bilbray-Axelrod, the 14th. And
4 seconded by Michelle Sanders.

5 Any questions?

6 [No response heard.]

7 All in favor?

8 [ALL BOARD MEMBERS WERE IN AGREEMENT]

9 CHAIR ORTIZ: Anybody opposed?

10 [No response heard.]

11 Okay, motion carries.

12 So our marching orders are to give everybody a clean
13 copy of the contract so you can take a look at it with plenty of time
14 and then decide at that point.

15 And Mr. -- Director Watson, when is your next meeting?
16 Or let me rephrase that, when would you be able to get this to
17 Board approval with the District?

18 [No response heard.]

19 Did we lose Director Watson?

20 [No response heard.]

21 Okay. I guess we did.

22 UNIDENTIFIED SPEAKER: I see him still logged in, but I
23 do not hear him.

24 CHAIR ORTIZ: Okay. A couple of things. And so as far as
25 the interview for director, let me have a separate conversation. We

1 already have approval for that. And again, if you don't feel
2 comfortable with this contract, that's okay. But it just has sat there
3 so long with a lot of issues of back and forth, back and forth. We're
4 losing money at this point. No offense to the attorneys, but we
5 have to pay the attorneys, right? And so that's the first thing.

6 Okay, the motion carries. We'll have a meeting on
7 Thursday, the 14th at 11:00 a.m. And then it'll be the same agenda
8 item, Lashea.

9 DIRECTOR BILBRAY-AXELROD: Isn't the --

10 SECRETARY ROGERS: It's the 15th.

11 DIRECTOR BILBRAY-AXELROD: Isn't it the 15th?

12 TREASURER JAMES: Good correction. Not the 14th.

13 That's Wednesday.

14 CHAIR ORTIZ: Oh, sorry. Thursday.

15 TREASURER JAMES: You mean Thursday, the 15th.

16 CHAIR ORTIZ: Thank you so much. Thursday the 15th at
17 11:00 a.m. If you can post an agenda item, Ms. Lashea.

18 MS. WEST: Yes, I'll post it today.

19 CHAIR ORTIZ: Thank you. Public comment. Topics
20 phrase on this item cannot be acted upon until notice provisions of
21 the open meeting loss have been met. Persons wishing to speak in
22 public comment must sign in.

23 Is there anybody for public comment?

24 MS. WEST: There's no public comment.

25 CHAIR ORTIZ: Okay. I do have one quick -- two quick

1 comments. First of all, thank you for those that attended the West
2 Las Vegas Library grand opening. Oh my gosh, if you haven't been
3 there, spectacular, knocked it out of the park.

4 Secondly, congratulations to Director Watson. He was
5 selected as Librarian of the Year across the country. So
6 congratulations to him.

7 And real quick, Fred, did you have any comments -- public
8 comments that you'd like to make?

9 [No response heard.]

10 CHAIR ORTIZ: Michelle Sanders --

11 TREASURER JAMES: No comments.

12 CHAIR ORTIZ: -- do you have any --

13 MR. WINTERHAWK: Hold on. I was -- I tried to raise my
14 hand for public comment, but I don't know if you were listening to
15 the phones.

16 CHAIR ORTIZ: Okay, I'm sorry, please go -- please identify
17 yourself for the record.

18 MR. WINTERHAWK: Yeah, Matthew Winterhawk, for the
19 record. Good afternoon and I appreciate the opportunity to speak
20 today. I was listening in on the meeting and --

21 CHAIR ORTIZ: Mr. Winterhawk --

22 MR. WINTERHAWK: -- I just wanted to start by simply
23 saying hello.

24 CHAIR ORTIZ: Mr. Winterhawk, you have three minutes,
25 so go ahead.

1 MR. WINTERHAWK: Thank you, sir. This is my first time
2 addressing this Foundation directly, and I felt it was important to
3 introduce myself in a transparent, respectful way.

4 Over the past several months, I myself have been working
5 largely behind the scenes on the ways to support Nevada's library
6 and civic literacy efforts in a manner that is fully compliant, non-
7 intrusive, and respectful to the legal and ethical boundaries that
8 public institutions must operate within. My goal has never been to
9 create pressure or complications, but rather to reduce burden and
10 offer solutions where appropriate.

11 I also want to acknowledge that Robbie DeBuff has
12 consistently acted in a steady and professional point of contact,
13 often helping to de-escalate concerns, clarify boundaries, and keep
14 discussions grounded in what was permissible and practical. This
15 kind of professionalism really matters to me, and especially when
16 navigating public trust and compliance.

17 So today, my purpose is not to ask for action or approval
18 or endorsement. It's simply to put a name to my face. And a face
19 to the name, sorry. The work has been referenced, and I want to
20 express appreciation for the Foundation's role and to affirm my
21 respect for the process that you're following.

22 Libraries, I believe, are the cornerstone of civic life, and
23 any effort involving them must protect their integrity first, and I
24 fully agree with that principle. My intent is always to support that
25 mission, not to complicate it. And what I'm referring to is

1 smartslabs.org, which is a direct organization that I built along with
2 my kids. And Robbie DeBuff has several e-mail communications
3 back and forth with the District because of situations with funding
4 that had arisen for the DOE as well as libraries in the state of
5 Nevada over the last year.

6 My family decided to find a solution and try to come up
7 with something to put it together to where the community itself
8 would be able to, instead of saying, government, we need the
9 money, we would have the community step up, donate through the
10 501(c)(3) transparent, 100 percent of those donations go directly to
11 the intended target.

12 And this was something that was kind of acting as a
13 vehicle because being a public entity and not being able to
14 sequester funds that route other than grant writing and the different
15 routes that were available for educational institutions, public or
16 libraries, public, it became something that I saw as a way to be able
17 to move this money and get them money fast without having to
18 wait for any interruption. And then to put that responsibility on the
19 communities itself that rely on the library and the civic
20 engagement.

21 Just to say hi, hello, everybody. My name is Matthew
22 Winterhawk, W-I-N-T-E-R-H-A-W-K, for the record. And just want to
23 say Happy New Year. And I really, truly do appreciate each and
24 every one of you because my kids rely on it. I educate through the
25 libraries. It's incredibly important. And I just want to say I

1 appreciate you from the bottom of my heart.
2 CHAIR ORTIZ: Thank you very much, Mr. Winterhawk.
3 We appreciate that.
4 Is there any more public comment?
5 [No response heard.]
6 Having heard no public comment, I'll entertain a motion to
7 adjourn.
8 VICE CHAIR SANDERS: Motion to adjourn.
9 CHAIR ORTIZ: Is there a second?
10 DIRECTOR CERVANTES: Second.
11 CHAIR ORTIZ: Second by Jorge Cervantes.
12 All in favor?
13 [ALL BOARD MEMBERS WERE IN AGREEMENT]
14 [NO VIDEO/AUDIO AVAILABLE FOR THE
15 CONCLUSION OF THE MEETING.]
16 [Meeting concluded at 12:44 p.m.]
17 * * * Total Meeting Run Time – 40 minutes* * *
18 ATTEST: I do hereby certify that I have truly and correctly
19 transcribed the audio/video proceedings in the above-entitled
20 meeting to the best of my ability.
21 
22 Brittany Mangelson
23 Mangelson Transcribing
24
25