

1 LAS VEGAS-CLARK COUNTY LIBRARY DISTRICT
2 FOUNDATION BOARD OF TRUSTEES' SPECIAL MEETING VIA ZOOM
3 THURSDAY, JANUARY 15, 2026

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5 [Meeting began at 11:03 a.m.]

6 CHAIR ORTIZ: It is approximately 11:03 a.m. We are on a
7 Zoom meeting for the Las Vegas-Clark County Library District
8 Foundation Special Meeting.

9 Ms. Lashea, will you take roll call, please?

10 MS. WEST: Yes, of course.

11 Chair Felipe Ortiz.

12 CHAIR ORTIZ: Present.

13 MS. WEST: Vice Chair Michelle Sanders.

14 CHAIR ORTIZ: Excused.

15 MS. WEST: Secretary Nicole Rogers.

16 SECRETARY ROGERS: Here.

17 MS. WEST: Treasurer Fred James.

18 TREASURER JAMES: Here.

19 MS. WEST: Director Pamela Graham.

20 DIRECTOR GRAHAM: Present.

21 MS. WEST: Director Shannon Bilbray-Axelrod.

22 DIRECTOR BILBRAY-AXELROD: Here.

23 MS. WEST: Director Vicki Gaska.

24 DIRECTOR GASKA: Here.

25 MS. WEST: Director Jorge Cervantes.

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DIRECTOR CERVANTES: Present.

MS. WEST: Director Tamar Hoapili.

[No response heard.]

MS. WEST: Director Leslie Valdez.

[No response heard.]

MS. WEST: Ex Officio Director Kelvin Watson.

DIRECTOR WATSON: Present.

MS. WEST: We have a quorum.

CHAIR ORTIZ: Thank you.

Good afternoon. We have a quorum.

Public comment. Topics raised under this item must be limited on matters for today's agenda. Persons wishing to speak in public must sign in or call in before this item is addressed.

Has anybody signed in or is anybody wishing to speak on the public comment section?

MS. WEST: No, we do not have public comment today.

CHAIR ORTIZ: Thank you. Having heard no public comment, we have a proposed agenda. I'll entertain a motion to approve the agenda.

DIRECTOR BILBRAY-AXELROD: So moved.

CHAIR ORTIZ: Is there a second?

SECRETARY ROGERS: Second.

TREASURER JAMES: Second.

CHAIR ORTIZ: Okay. Approved by Shannon Bilbray-Axelrod; second by Nicole Rogers. Thank you very much.

1 Today's item, single item is discussion and possible Board
2 action to approve the contract between the Las Vegas-Clark County
3 Library District and the Library District Foundation, which we
4 continued from the last meeting.

5 Well, thank you very much. The attorneys were able to
6 send us a copy of -- a redline copy and a -- kind of a final copy to
7 take -- for you -- so you could take a look at. I'm sorry I didn't have
8 it ready for you before. One question was whether or not -- Fred, I
9 believe -- remember Fred James asked whether or not we could
10 accept money designated specifically for -- with specific
11 designations and not be included in the 20 percent portion that the
12 Library District is asking for. We were unable to get that answer
13 because the Library District's attorney is still out of the country until
14 later today. She'll be in tomorrow. So we don't have an answer for
15 that portion, Fred. And we also probably need to meet directly --

16 TREASURER JAMES: Okay.

17 CHAIR ORTIZ: -- with the Library District on that.

18 But having said that, I'll just reiterate real quick. We've
19 been trying to get this across the finish line, two-and-a-half, three
20 years now. Our number one job is to raise money as a Foundation
21 for only the Library District, a public entity. And so the agreement
22 is really important because it allows the public to see what we're
23 doing and why we're doing it.

24 And so having said that, I'm going to go around real
25 quick. Fred, I'll let you go toward the end.

1 Shannon Bilbray-Axelrod, have you had an opportunity to
2 review everything, and your comments?

3 DIRECTOR BILBRAY-AXELROD: Yeah, I did. And you
4 were -- I sent you, Chair, my concerns, and I gather -- I didn't -- I
5 wasn't CC'd on your email, but I gather you sent it to --

6 CHAIR ORTIZ: I'm so sorry, I did.

7 DIRECTOR BILBRAY-AXELROD: -- members.

8 CHAIR ORTIZ: I sent it --

9 DIRECTOR BILBRAY-AXELROD: No, no.

10 CHAIR ORTIZ: -- to everybody.

11 DIRECTOR BILBRAY-AXELROD: No, it's fine. I think
12 Fred's concern about a donor's restrictions, for example, is
13 something that also needs to be recognized in the MOU section that
14 deals with fund distribution and financial management. When we
15 say, shall not be denied any requests, I think -- and none of these
16 changes, I think, change the MOU, I think these can just be put in
17 kind of an addendum.

18 But I think it's important that we write, Foundation honors
19 requests subject to donor restrictions, available funds, fiduciary
20 duty, and applicable law. So I put that in there.

21 The Responsibility of the Foundation Endowment
22 Interest. Right now, as it says, up to \$189,000 of endowment
23 interest may be used for administrative expenses within one year,
24 no guidance after that. And I propose the change, in year one
25 requires annual approval by both Boards. I think once again, that's

1 some good oversight.

2 Do you want me to continue reading these, Felipe?

3 CHAIR ORTIZ: Please.

4 DIRECTOR BILBRAY-AXELROD: Okay. The third thing is
5 under responsibilities of the Foundation administrative overhead
6 caps. We currently have overhead capped at 50 percent, Year Two;
7 35 percent, Year Three; and 20 percent, Year Four and beyond. I
8 think that we should write something in there that the caps can be
9 adjusted by mutual written agreement when justified by fundraising
10 growth or compliance needs. We don't know what's happening
11 with the economy, so I think that's something that should be -- we
12 should be able to have that mutual agreement.

13 DIRECTOR BILBRAY-AXELROD: Number four,
14 responsibility of the Foundation net annual contribution, minimum
15 of \$150,000 net annual contribution after one year. And then I think
16 the proposed clarification -- I think I would feel a lot more
17 comfortable if we treated this as a performance objective and we
18 could review it annually. Once again, it would alleviate a lot of my
19 concerns with what could be happening with the economy, et
20 cetera.

21 Two more things. Responsibility of the Foundation
22 requiring one-year fundraising requirement. Currently, we have the
23 \$61,000 minimum fundraiser requirement in there twice, and I just
24 don't want that to come up. So it seems like we need to raise
25 \$123,000. So I think we need to remove that duplicative sentence.

1 And finally, reporting and evaluation section. It's an
2 annual review only. I think we need to add a formal mid-term
3 review in three years instead of just automatically going into the
4 five-year renewal.

5 So those are my concerns. I will feel a lot better if these
6 were addressed. And that's all I have.

7 CHAIR ORTIZ: Thank you very much.

8 Nicole, I'll come to you. Nicole Rogers, any comments on
9 this proposed contract that we have so far?

10 SECRETARY ROGERS: No, it all looked good. It is going
11 to be a big hurdle, but I think we're all up for the task. And
12 actually -- reading through what Shannon just wrote, I actually
13 agree with -- a lot of the things that I was questioning and knew that
14 we were going to have a big hurdle, I like her wording on -- that
15 should be added for just clarification and I think that helps in the
16 long term to make sure that we are able to feel comfortable moving
17 forward and making sure that we're still supporting the District the
18 way we need to.

19 CHAIR ORTIZ: Okay. Thank you very much.

20 Ms. Vicki Gaska, do you have any comments on this
21 contract -- proposed contract?

22 DIRECTOR GASKA: Not at this time, no.

23 CHAIR ORTIZ: Thank you very much.

24 Ms. Pamela Graham, do you have any comments on this
25 proposed contract?

1 DIRECTOR GRAHAM: I do not. Well done, Shannon. This
2 is great. Really provided clarity. Thank you.

3 CHAIR ORTIZ: Thank you, Ms. Pamela.

4 Mr. Jorge Cervantes, any comments on the proposed
5 contract, or any changes, or anything that you see that we need to
6 have a discussion with the District?

7 DIRECTOR CERVANTES: No. I really appreciate
8 Shannon's summary. It clarified a lot of things, for me at least, and
9 I support her recommendations.

10 CHAIR ORTIZ: Thank you very much.

11 Tamar, did she come on? Tamar Hoapili?

12 [No response heard.]

13 No.

14 Leslie Valdez, did she come on?

15 [No response heard.]

16 Okay.

17 Fred, your comments? Concerns?

18 TREASURER JAMES: Yes. My biggest concern has
19 been -- always been the funding. So this is under Section 4,
20 Responsibility of the Foundation. And it's under Section 4E, 4D --
21 4D, 4E, and 4F. I believe that the way this funding for each -- and by
22 the way, Shannon did a great job. I agree with everything that
23 she's already said but I want to really emphasize that the Section 4F
24 really does not give us the opportunity to be successful.

25 I've looked at the financials. I worked with these things

1 two to three years ago. I've worked with them the last six months
2 when I've had meetings with Felipe. We need more cash to work
3 with. We need a better understanding of the administrative side of
4 what we can have and what we cannot.

5 What -- where we can increase our Endowment Fund,
6 where we can increase our -- the amount of cash that we get from
7 donors that is saying we can use it for operation as opposed where
8 we can't. And that we don't have to come up with an additional 80
9 percent of everything that we get when it's maybe -- a donor may
10 want to help us increase our Endowment Fund which we can use
11 the interest on it and then we have the ability to accept that.

12 And we should not give away that ability. We should
13 maintain that as a full Board. It's our discretion whether we accept
14 something to our Endowment Fund and if we accept something for
15 the administrative without having to worry about -- that we have to
16 come up with the 80 -- that we have to give away 80 percent to the
17 Library.

18 This is a contract. A contract can be written with
19 exceptions. And there are exceptions that need to be made in these
20 particular -- in this particular section. And my only concern and it's
21 always been my concern, if we go forward, we need to -- the
22 financial ability to be able to make this Foundation successful and
23 not hire people and start hiring people where they're going to fail.
24 The way this is set up, it's set up to fail.

25 And I will not -- I could never vote for this with this -- with

1 the language in this particular section. All of the other adjustments
2 and comments that were made by Shannon, I totally agree with;
3 that -- we can make those changes there. That's --

4 CHAIR ORTIZ: Okay. Thank --

5 TREASURER JAMES: -- my comment.

6 CHAIR ORTIZ: Thank you, Fred.

7 Director Watson, I see you wanted Floresto to make a
8 presentation and then -- we can either take your comments first or
9 Floresto's presentation.

10 DIRECTOR WATSON: This is Director Watson. Only a
11 presentation if there are any questions regarding the information
12 that Floresto provided which was just me wanting to share with the
13 Foundation Board what we discussed in support of your staff
14 member, what that cost would actually be that the Foundation
15 would not be incurring regarding a copier, a computer, space, so on
16 and so forth.

17 So if there needs to be a presentation for Floresto to go
18 through the numbers, we can do that if there are any questions. If
19 not, I think the information is really self-explanatory.

20 CHAIR ORTIZ: Thank you, Director Watson, and we'll
21 come back to you in a quick second.

22 So basically the District has and will continue to help us
23 with the ancillary expenses, which are delineated in the document
24 that was sent out. So hopefully everybody got a copy of that. Did
25 anybody not get a copy of that?

1 [No response heard.]

2 Okay. So that's part of our overall expenses strategy to
3 get this across the finish line.

4 So my comment -- oh, sorry. Director Watson, anything
5 else?

6 DIRECTOR WATSON: Nothing else from me. I --

7 CHAIR ORTIZ: Okay. Thank you very --

8 DIRECTOR WATSON: Actually, you know, I will say I
9 appreciate Shannon's comments as well. So I'll just add that as
10 my -- you know, as my comment as well.

11 CHAIR ORTIZ: Thank you very much, Director Watson.

12 So let me -- I'll be brief. First of all, the Library District is
13 the gold standard for libraries across America. We'd like to have
14 that continued and the only way that can continue is with our part
15 as a Foundation to assist them.

16 Secondly, this was started with the previous Foundation
17 president, and then I continued it and I've taken it as far as I can. I
18 think in my thought, having a fresh set of eyes is important now
19 that we have clarity on where we're at and what -- we're almost
20 there, I believe.

21 And I would like to see if Shannon Bilbray-Axelrod would
22 like to take the role of finishing out this contract because clearly
23 she's got a breadth of experience in nonprofits and understanding
24 the role and overall ramifications of these contracts.

25 Shannon, would you like to continue to try to see if we

1 can finish this contract?

2 DIRECTOR BILBRAY-AXELROD: I would be happy to.

3 CHAIR ORTIZ: Okay. And so thank you, Shannon Bilbray-
4 Axelrod.

5 And before I make another comment, legal counsel, do we
6 have any further comments from you or anything?

7 MS. LEHTINEN: This is Brittney Lehtinen for the
8 Foundation; legal counsel. The only question I have is actually for --
9 Fred and Shannon if you'd like to chime in or anybody else from the
10 Board.

11 As far as bringing -- assuming we're going to bring back
12 comments to the District and the District's Counsel, do we have any
13 insight on -- you know, because I know there's comments going out
14 about the funding aspect and how much is being obligated back to
15 the District. Is there any sense of numbers on that as far as, you
16 know, what overhead actually is required to run the Foundation or
17 expected to run the Foundation? I think that would be beneficial for
18 us.

19 CHAIR ORTIZ: We do have that. Fred and I -- Felipe Ortiz,
20 for the record. Fred and I have been meeting, if I can use the term
21 religiously, for -- every Saturday for probably a year now, crunching
22 numbers in a lot of different ways. So yes, we do have that. And
23 we will get that to everybody of what we believe -- what it will take
24 to take the Foundation and run it on its own. And then how do we
25 pay for that? So that's your question. So we will get that to

1 everybody probably this weekend if that's okay.

2 And so having said that, I think we have a bunch of
3 options. And anybody here can make the motion. One, we vote
4 absolutely not; this contract does not work. That's one motion. We
5 can vote to accept the contract as is. Or we can vote to continue to
6 meet with the District to see if we can get that last portion across
7 the finish line. And that would be Shannon and myself -- or actually
8 Shannon and Jorge -- I don't know? Jorge, would you have the
9 time to do that?

10 DIRECTOR CERVANTES: Yeah, I can help with that.

11 CHAIR ORTIZ: Okay. So the last motion would be for
12 somebody to make to continue in-person negotiations and not --
13 with the District and having -- assigning this to Shannon Bilbray-
14 Axelrod and to Jorge Cervantes to try to get the final contract
15 finished so we can move forward as quick as we can.

16 DIRECTOR BILBRAY-AXELROD: I would make that
17 motion. I think we're really, really close. We're really, really close.
18 So -- and I think what Fred said about the fiduciary and what
19 we're -- if donors specifically, I think we can address that to. I
20 think -- the language -- I'm -- I have the language in my head
21 actually.

22 So I would make that motion to just -- for me to
23 continue -- we'll just -- I mean, are we tabling it for right now and
24 then scheduling for next week? What do you want to have -- how
25 do you want to handle that motion and I'll make it?

1 CHAIR ORTIZ: The motion would be to continue
2 negotiations with the Library District on this contract and meet in
3 person to iron out the final --

4 DIRECTOR BILBRAY-AXELROD: So moved.

5 CHAIR ORTIZ: -- points that are --

6 DIRECTOR BILBRAY-AXELROD: So moved.

7 CHAIR ORTIZ: -- necessary.

8 SECRETARY ROGERS: Second.

9 CHAIR ORTIZ: Okay. And -- thank you. And that -- and if I
10 could add, that will include Shannon Bilbray-Axelrod and Jorge
11 Cervantes.

12 Who made the second? Is that Nicole?

13 SECRETARY ROGERS: Yes.

14 CHAIR ORTIZ: Nicole Rogers made the second.

15 Any discussion by anybody?

16 [No response heard.]

17 Okay. There is a motion on the floor that we continue the
18 negotiations with this contract and that we have Shannon Bilbray
19 Axelrod and Jorge Cervantes meet with the District to finalize -- to
20 do the final processing.

21 SECRETARY ROGERS: Can --

22 CHAIR ORTIZ: Uh-huh.

23 SECRETARY ROGERS: Can I ask a quick question? Like if
24 Shannon does this, which I have full faith that she will and -- is it
25 something where we can say hey, with these changes made and

1 with her finalized language, unless we see something outstanding
2 we can just pass it or does it need to come back to us? Or can we
3 make that motion where we read and it and we say aye, nay and
4 then just go with it? Or do we need to do another special meeting?
5 I don't know either way.

6 CHAIR ORTIZ: Sure. Legal counsel?

7 MS. LEHTINEN: Yes. So once we propose the language,
8 I -- so for now, I would say because we don't have any final
9 language in front of the whole Board, fully proposed, that we would
10 have to postpone this meeting for now or just reset it.

11 If we come back and we have language prepared, at that
12 time I would say you could pass it with a note that it has to go to
13 the District for final approval.

14 DIRECTOR BILBRAY-AXELROD: But we wouldn't
15 necessarily have to have a meeting; we could do that by email?

16 MS. LEHTINEN: Correct.

17 DIRECTOR BILBRAY-AXELROD: Okay.

18 SECRETARY ROGERS: Perfect.

19 CHAIR ORTIZ: And then if -- thank you. And if we could
20 put a timeframe on this, I know everybody's busy. What's realistic;
21 30 days? 45 days?

22 SECRETARY ROGERS: Oh, sooner.

23 DIRECTOR BILBRAY-AXELROD: I think sooner. I'm
24 available to meet Jose, if you are. The early -- rest of -- I mean, we
25 have tomorrow and next week. I'm happy to meet, so.

1 DIRECTOR CERVANTES: Yeah, I'm --

2 CHAIR ORTIZ: Legal counsel -- Fred, go ahead.

3 DIRECTOR CERVANTES: No, this is Jorge. I'm available
4 next week too.

5 CHAIR ORTIZ: Jorge.

6 DIRECTOR CERVANTES: Whenever you're available I'm --
7 I can --

8 DIRECTOR BILBRAY-AXELROD: Okay. I'll text you or I'll
9 email you.

10 DIRECTOR CERVANTES: Okay.

11 CHAIR ORTIZ: And then of course, the other partner,
12 Director Watson, your thoughts on availabilities. You need your
13 legal counsel obviously also.

14 DIRECTOR WATSON: I need -- yeah, we'll need to know
15 kind of some dates so we can work on maybe a Doodle Poll or
16 something like that that we can share around. And I can have -- I
17 can ask my team to work on that. It's probably easier for Lashea to
18 do that; send out a Doodle Poll for Shannon, Jorge, not sure who
19 else you want to be involved. And then on our -- and oh, Brittney,
20 the legal counsel. And the same thing on our side.

21 And then we can just -- then we can narrow down, you
22 know, when we can actually make this happen.

23 CHAIR ORTIZ: Okay. Thank you very much.

24 There's a motion on the floor. All in favor?

25 ...

1 [ALL BOARD MEMBERS WITH THE EXCEPTION OF TREASURER
2 FRED JAMES WERE IN AGREEMENT]

3 CHAIR ORTIZ: Anybody opposed?

4 TREASURER JAMES: Aye.

5 CHAIR ORTIZ: Okay. One opposition; that would be Fred
6 James.

7 Anybody else?

8 [No response heard.]

9 Okay. Motion carries.

10 And legal counsel, did -- do we need to make a second
11 motion to set this on an agenda because the -- it's actually the
12 agenda item or was that captured in our motion?

13 MS. LEHTINEN: I did not hear that in the motion. I would
14 say go ahead and make another motion to be clear on the record to
15 set an agenda item.

16 CHAIR ORTIZ: Okay. I would like to make a motion that
17 we continue this contract possible -- discussion and possible action
18 on the February 12th, 2026 Meeting.

19 DIRECTOR CERVANTES: Second.

20 CHAIR ORTIZ: Is there a second?

21 DIRECTOR CERVANTES: Second.

22 CHAIR ORTIZ: Second; Jorge Cervantes.

23 Any discussion?

24 [No response heard.]

25 Okay. Motion on the floor. All in favor?

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[ALL BOARD MEMBERS WERE IN AGREEMENT]

CHAIR ORTIZ: Anybody opposed?

[No response heard.]

No opposition; motion carries.

Thank you very much. I can feel it, but obviously I was unable to get it across the finish line, so we got two superstars -- and I don't say that lightly -- I don't get impressed lightly. But with this Board, and with Shannon and with Jorge, I am impressed and their capabilities and so thank you so much for stepping forward.

DIRECTOR BILBRAY-AXELROD: Happy to do it. We're very close. All right. Talk to you soon. Bye, everyone.

CHAIR ORTIZ: Okay. And thank you -- and Kelvin, also thank you so much for helping us out.

Lashea, public comment? Topics raised under this item cannot be acted upon until other -- until the notice and provisions of the meeting law have been met. Has anybody signed up for public comment?

MS. WEST: No one signed up for public comment.

CHAIR ORTIZ: Okay. As there is no public comment, I'll entertain a motion to adjourn this meeting. Who will make the motion?

SECRETARY ROGERS: So moved.

CHAIR ORTIZ: So moved by Nicole.

Is there a second?

DIRECTOR CERVANTES: Second.

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CHAIR ORTIZ: Second; Jorge Cervantes.

All in favor?

[ALL BOARD MEMBERS WERE IN AGREEMENT]

CHAIR ORTIZ: Okay. Thank you very much. I --

TREASURER JAMES: Aye.

CHAIR ORTIZ: Thank you, Fred.

Motion carries.

I will keep everybody abreast. I'll -- I need to go to a meeting real quick, but I'll call Shannon and Jorge after this and then if there's need for a meeting earlier, we'll do that. Otherwise, we'll see everybody on February 12th, 2026.

DIRECTOR BILBRAY-AXELROD: Felipe --

CHAIR ORTIZ: Thank you so much.

DIRECTOR BILBRAY-AXELROD: -- I'm available until 1:00.

CHAIR ORTIZ: Okay. Give me about 30 minutes.

DIRECTOR BILBRAY-AXELROD: Okay.

CHAIR ORTIZ: Thank you so much.

[Meeting concluded at 11:26 a.m.]

* * * Total Meeting Run Time – 23 minutes* * *

ATTEST: I do hereby certify that I have truly and correctly transcribed the audio/video proceedings in the above-entitled meeting to the best of my ability.


Brittany Mangelson
Mangelson Transcribing