

1 LAS VEGAS-CLARK COUNTY LIBRARY DISTRICT
2 FOUNDATION BOARD OF TRUSTEES MEETING VIA ZOOM
3 THURSDAY, FEBRUARY 12, 2026

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5 [Meeting began at 12:02 p.m.]

6 CHAIR ORTIZ: Good afternoon. This is Felipe Ortiz.
7 Today is Thursday, February 12, 2026. In person and via Zoom, a
8 Las Vegas-Clark County Library District Foundation Board meeting,
9 regularly scheduled. And it is approximately 12:02 p.m.

10 Ms. Lashea, if we could have roll call.

11 MS. WEST: Chair Felipe Ortiz.

12 CHAIR ORTIZ: Present.

13 MS. WEST: Vice Chair Michelle Sanders.

14 VICE CHAIR SANDERS: Present.

15 CHAIR ORTIZ: We can barely hear you. If you can --

16 MS. WEST: Sorry. Can you hear me?

17 [No response heard.]

18 Is this better? Can you hear me?

19 DIRECTOR BILBRAY-AXELROD: I can't hear.

20 SECRETARY ROGERS: It's really hard, yeah.

21 MS. WEST: Treasurer Fred James.

22 CHAIR ORTIZ: Present.

23 MS. WEST: Director Pamela Graham.

24 DIRECTOR GRAHAM: Present.

25 MS. WEST: Director Shannon Bilbray-Axelrod.

1 DIRECTOR BILBRAY-AXELROD: I'm here.
2 MS. WEST: Director Vicki Gaska.
3 DIRECTOR GASKA: Present.
4 MS. WEST: Director Jorge Cervantes.
5 DIRECTOR CERVANTES: Here.
6 MS. WEST: Director Tamar Hoapili.
7 [No response heard.]
8 Director Leslie Valdez.
9 [No response heard.]
10 Ex Officio Director Kelvin Watson.
11 [No response heard.]
12 TREASURER JAMES: For the record, I'm here. I just
13 couldn't --
14 MS. WEST: Director Nicole Rogers.
15 SECRETARY ROGERS: Here.
16 CHAIR ORTIZ: Okay, we have --
17 TREASURER JAMES: This is Fred. I'm here.
18 MS. WEST: Okay.
19 TREASURER JAMES: I'm here. Please count me in.
20 MS. WEST: Thank you, Fred.
21 CHAIR ORTIZ: Thank you. It appears we have a quorum
22 today.
23 Public comment. Topics raised under these items must be
24 limited to matters on today's agenda. Persons wishing to speak
25 public comment must sign in or e-mail in the sign-in sheet before

1 these items to be addressed. The time is limited to a maximum of
2 45 minutes and three minutes per person. We are not allowed to
3 transfer the time to another speaker.

4 Ms. Lashea, is anybody wishing to speak during public
5 comment at this time, either in person or online?

6 MS. WEST: No, we do not have public comment at this
7 time.

8 CHAIR ORTIZ: Thank you very much.

9 Having heard no public comment at this time, you have a
10 proposed agenda. Take a look at it real quick. At this time, I'll
11 entertain a motion to approve the proposed agenda. Who --

12 DIRECTOR BILBRAY-AXELROD: So moved.

13 CHAIR ORTIZ: Who will make that motion?

14 So moved by Shannon Bilbray-Axelrod.

15 Who'll second?

16 VICE CHAIR SANDERS: Second.

17 CHAIR ORTIZ: Second by Michelle Sanders.

18 All in favor?

19 [ALL BOARD MEMBERS WERE IN AGREEMENT]

20 CHAIR ORTIZ: Anybody opposed?

21 [No response heard.]

22 Okay. Motion carries. Thank you.

23 Our next item is we have Minutes from a Special Board
24 Meeting of January 9th, 2026. Hopefully you've had an opportunity
25 to look at that. Are there any additions, corrections?

1 [No response heard.]

2 Having heard none, I'll entertain a motion to approve the
3 Special Board Meeting Minutes of January 9th, 2026. Who'll make
4 that motion?

5 SECRETARY ROGERS: So moved.

6 DIRECTOR BILBRAY-AXELROD: Second.

7 CHAIR ORTIZ: So moved by Nicole Rogers.

8 Second by Shannon Bilbray-Axelrod.

9 All in favor?

10 [ALL BOARD MEMBERS WERE IN AGREEMENT]

11 CHAIR ORTIZ: Anybody opposed?

12 [No response heard.]

13 Okay. Approved. Thank you.

14 We also have Minutes from a Special Board Meeting
15 Minutes for January 15, 2026. Hopefully everybody's had an
16 opportunity to look at that. Are there any changes or corrections?

17 [No response heard.]

18 Okay. Having heard none, I'll entertain a motion to
19 approve the Special Board Meeting Minutes of January 15th, 2026.
20 Who'll make that motion?

21 VICE CHAIR SANDERS: So moved.

22 CHAIR ORTIZ: So moved by Michelle --

23 DIRECTOR BILBRAY-AXELROD: Second.

24 CHAIR ORTIZ: -- Sanders. And I'm sorry, who's the
25 second by?

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DIRECTOR BILBRAY-AXELROD: Shannon.

CHAIR ORTIZ: Shannon; Okay. Shannon Bilbray-Axelrod.
All in favor?

[ALL BOARD MEMBERS WERE IN AGREEMENT]

CHAIR ORTIZ: Anybody opposed?

[No response heard.]

Motion carries. Thank you.

Next item is the Chair's Report. Basically, I've been approving checks, payouts along with Fred James, our Treasurer, working with Ms. Lashea on some grants that she's doing on behalf of both entities and just keeping track of the accounts that are necessary.

I do have one item at the very end that I'm going to pitch to everybody, but I don't have anything else up to report. The other items are on the agenda. Does anybody have any questions of me?

[No response heard.]

Okay, let's move on to number -- Item No. VI, Treasurer's Report. This is a discussion and presentation of the Foundation's finances by Mr. Fred James, Treasurer.

Go ahead, Mr. James.

TREASURER JAMES: Can you hear me?

CHAIR ORTIZ: Yes.

TREASURER JAMES: Okay. I know we have it on -- it was given to you. I think Lashea put it as part of the packets. The page on my agenda is page 51. But I want you to go to page 50. This is

1 going to be simple. We work -- we don't have very much cash to
2 work with as of the moment, but we have enough cash to get us
3 through [no audio heard.]

4 CHAIR ORTIZ: Fred, we lost your voice. Can you try it
5 again?

6 TREASURER JAMES: Oh, did you lose me?

7 CHAIR ORTIZ: You fade in and out. Go ahead again.

8 TREASURER JAMES: I'm still good. Can you hear me?

9 CHAIR ORTIZ: Yes, sir. Go ahead.

10 TREASURER JAMES: Can you hear me?

11 CHAIR ORTIZ: Yes.

12 TREASURER JAMES: Okay. We're having some issues
13 up here where I live.

14 Under the page 50, which is the statement of activities by
15 class, the 1st four [indiscernible; audio distortion] columns that
16 District --

17 SECRETARY ROGERS: Fred, it might help you if you turn
18 off your camera. It sometimes helps with the connection because
19 you're going in and out.

20 TREASURER JAMES: My camera?

21 SECRETARY ROGERS: Yeah.

22 TREASURER JAMES: Okay.

23 SECRETARY ROGERS: Sometimes if you turn off your
24 camera --

25 TREASURER JAMES: Well I thought you guys wanted to

1 see my --

2 SECRETARY ROGERS: -- it'll help with your connection.

3 TREASURER JAMES: -- cute face.

4 SECRETARY ROGERS: We always want to see you, but it
5 is going in and out. I don't know if it is for everybody else, but I
6 can't understand anything you're saying.

7 TREASURER JAMES: Okay. Let me try that.

8 Is that better?

9 SECRETARY ROGERS: Yeah, I heard you right now.

10 TREASURER JAMES: Anyone respond? Is that better?

11 VICE CHAIR SANDERS: Better.

12 TREASURER JAMES: Okay. So the first set of -- the
13 District's information where the District of -- where there was
14 funding that was paid out regard [no audio heard] --

15 DIRECTOR BILBRAY-AXELROD: Fred, it's still not working.

16 TREASURER JAMES: Can you --

17 DIRECTOR BILBRAY-AXELROD: No.

18 TREASURER JAMES: So the first three -- the gold column
19 is programs that were by the District. The green column is funding
20 that we have within the [indiscernible; audio distortion] right now.

21 What I'm -- what we're going to be -- in lieu of this
22 contract -- and we have to keep up [indiscernible; audio distortion]
23 funding accountability. After reading through -- I think I read as
24 much as I could there were some comments I do have, but there's
25 some things regarding the finance [no heard audio] --

1 VICE CHAIR SANDERS: Fred, we're only getting --

2 TREASURER JAMES: -- that I have regarding --

3 VICE CHAIR SANDERS: -- every three words.

4 COUNSEL MARTINEZ: Fred, this is Briana.

5 TREASURER JAMES: Oh my goodness.

6 COUNSEL MARTINEZ: I texted you -- hey, I texted you the
7 call-in number. If you jump off of Zoom and you just click on the
8 link I sent you, it'll dial in --

9 TREASURER JAMES: I'll do that.

10 COUNSEL MARTINEZ: -- for you.

11 TREASURER JAMES: Okay. I will zoom out of this. I'm
12 going to close out. So I'm leaving, and I'll be back. Just go on, and
13 I'll come back -- come back to me, please.

14 COUNSEL MARTINEZ: Thank you.

15 CHAIR ORTIZ: Thank you. And having said that, I have
16 two leads for money that I'm going to have a conversation with and
17 it's pretty good money. So hopefully they'll like us over other
18 groups. And so keep your fingers crossed. And I'm going to be
19 working on that this next week.

20 DIRECTOR BILBRAY-AXELROD: Good luck. Godspeed.

21 CHAIR ORTIZ: Well, they've been wanting to give us
22 money, but you know they encumber it the year before, so I'm
23 hoping they still have it available because they they're on a July to
24 June instead of a -- calendar year.

25 As you can see, the finances are there. Does anybody

1 have any questions or anything?

2 DIRECTOR BILBRAY-AXELROD: I just want to wait until
3 Fred goes over and says what he has to say.

4 CHAIR ORTIZ: Okay. And then I did sign off. I sent
5 everybody a copy of -- we had to create a whole different account
6 for the New Markets Tax Credits, and it was just a pass-through
7 account. And there was money still available and needed to be
8 refunded back to the District, which we did. And then I closed out
9 that account.

10 And then Martha, the accountant with the District was
11 able to waive the fees which were substantial. And so all the
12 money went back to the District, and the account was formally
13 closed. And it was strictly for the New Markets Tax Credit at the
14 U.S. Bank.

15 DIRECTOR BILBRAY-AXELROD: Felipe, should we maybe
16 table this agenda item and move to the next agenda item until Fred
17 gets back?

18 CHAIR ORTIZ: Yes.

19 DIRECTOR BILBRAY-AXELROD: Okay.

20 CHAIR ORTIZ: Yes, let's go to the next -- and then
21 attached there is the check statement. So we'll table that item,
22 okay? We'll move it to the next -- to the end. Okay.

23 TREASURER JAMES: Okay, I'm back.

24 VICE CHAIR SANDERS: All right.

25 TREASURER JAMES: Just go ahead and let me know --

1 CHAIR ORTIZ: Go ahead, Fred.

2 TREASURER JAMES: Okay. So I'm looking at the -- like I
3 was saying, the pages -- the gold column or the yellow column is
4 basically the programs that the Library District were funding and
5 had [indiscernible; audio distortion]. If you look at it, the first
6 column was the tech center, which is Best Buy, and then you have
7 Books for Babies, which we did about two years ago. But there's
8 going to be different types of programs effectively when we start
9 the new program this year. And if you look at that, there's numbers
10 at the bottom, financing, whatever the case may be. Then if you go
11 across to the green area, that is the information to -- of what the --
12 what's available at the time being for the Foundation.

13 And if you look at -- in between the gold and the green is
14 the Endowment Fund. And the Endowment Fund shows how much
15 we have available. Pretty much what we have -- if you go all the
16 way down to the bottom line, shows us what we pretty much have
17 available that's being invested. And then if you go all the way over
18 to the next column, from the green column, you'll notice that we
19 have -- in the green column we have -- I mean, the blue column, it
20 just shows what's the unrestricted for operations. So we don't have
21 very much to work with for the current -- for the moment.

22 So basically, what I'm going to want to come back to you
23 so that we can start out with a clean slate is that we reduce -- we
24 work with the Library District to reduce that Endowment Fund, pay
25 out money back to the District to close out these fundings and start

1 with a fresh page of zeros effective for July the 1st. I want to come
2 back to you on that and -- so that we start out July the 1st with all
3 programs zeroed out. It's going to mean that the Endowment Fund
4 will probably be reduced down by a million dollars. And that
5 funding will most likely go to be sent over to the Library District and
6 to their Gift Fund to do whatever they want to do with it. And that
7 way we're cleaned out.

8 Now, part of that money that we never got back, which we
9 never will get back, is the money that we -- \$300,000 that we gave
10 to the District for the homework health center. The Homework Help
11 Center was a good program, and we thought we were going to get
12 it back, but currently the District was unable to secure the funding
13 to reimburse us for that.

14 So I'd like to have a clean slate. I'd like to come back to
15 you after working with the District to clean up these funds. There's
16 some issues where some funding wasn't properly recorded to the
17 right programs and so that we can clean up this and start out with a
18 new slate effective July 1st.

19 And I think once we are able to keep track of the -- making
20 sure that we have the proper accounting, making sure that we have
21 a proper people that can do the accounting for in the long run, I
22 think that we should be able to maintain and keep proper records
23 according to this agreement that we're going to be looking at -- that
24 we're looking at to sign.

25 Are there any other questions regarding for me?

1 [No response heard.]

2 I don't hear any questions, so --

3 DIRECTOR CERVANTES: Hey, Fred. Fred, this is Jorge. I
4 had a question. You mentioned on the Endowment Fund, you
5 would zero it out and one million dollars would go back to the
6 District, but it shows 3.1 million. What happens to the other 2.1
7 million?

8 TREASURER JAMES: We keep it as part of our
9 Endowment Fund for generating interest income.

10 DIRECTOR CERVANTES: Okay. So we don't zero out all
11 the accounts, you just zero out the ones that are restricted?

12 TREASURER JAMES: Yeah, the one that was restricted
13 where we were -- you know, so supposedly there was a missed --
14 people -- I can't verify this. I was talking with Martha, and we were
15 talking about it. It looks like when they asked for money, the
16 monies were given, but they didn't fund it back to the right
17 program. So some programs weren't credited properly.

18 So what I'd like to do is I'll come back and I'll do -- have a
19 more -- a better explanation of what we need to do. So it'll drop it
20 down from 3.1 to 2.1, and then we can zero off the funds so that we
21 can keep track of all the funding sources going forward starting
22 from zero.

23 DIRECTOR CERVANTES: Okay.

24 TREASURER JAMES: But I'll bring back a presentation on
25 that the next time we have a meeting.

1 DIRECTOR CERVANTES: Okay, thank you.

2 COUNSEL MARTINEZ: Fred, this is Briana. And I'm sorry
3 if this question is not warranted for this, but I was just wondering if
4 this somehow impacts using the interest for administrative
5 overhead expenses in discussion with the MOU with the District.

6 TREASURER JAMES: It will. It only means that it'll
7 probably come in as the lower amount instead of the higher
8 amount.

9 COUNSEL MARTINEZ: Okay. So it might not be the 189?

10 TREASURER JAMES: Well, the 189 is still good.

11 COUNSEL MARTINEZ: Okay.

12 TREASURER JAMES: No, I'm sorry. It won't affect the
13 189. Not at all.

14 COUNSEL MARTINEZ: Okay. I just wanted to make sure
15 that that somehow doesn't impact what we're working on.

16 TREASURER JAMES: No, it doesn't. And hopefully we
17 can -- after we clean up these programs and, you know, give back --
18 a million dollars back to the District, that they allow us to keep all of
19 the ?? funds to put into -- as a reserve -- as a ending fund balance to
20 start working with on July the 1st. I'm hoping that they will
21 negotiate with us on that to allow us, instead of \$189 -- it doesn't
22 really matter what we say now, it's what we can agree to for the
23 budget next year, by July the 1st.

24 COUNSEL MARTINEZ: Okay. Makes sense.

25 TREASURER JAMES: Okay. And so I'm hoping that they

1 would work with us and let us have the smaller ?? funds to go into
2 our fund as we start separating away from the District that we have
3 a working capital that we can use to go forward and something that
4 everyone -- that we can stay -- you know, keep clear of all the
5 expenditures. That's where the problem is going to come in. We're
6 going to need good accountants to keep track of all the
7 expenditures and making sure that they're getting credit to the right
8 funding. That has been an issue over the last probably 20 years
9 and probably why some of the programs still show that there's
10 balances owed to it and in actuality, it was just not funded -- it was
11 not recorded properly into these funds. Every dime that the
12 Foundation has ever gotten, 99.99 percent of it went back to the
13 District. It's just that the recording of it was not properly done over
14 a 20-year period.

15 So that's what I'm wishing to come back with you in the
16 next meeting if we have enough time and we can go over this and
17 we can work with the District and maybe if they work with us, we
18 can clear out these accounts by giving over a million dollars back to
19 them, let them do -- to their gift fund. And then we wipe out these
20 deficit balances that we owe them and ourselves. So it takes about
21 a million dollars to clean those funds up.

22 CHAIR ORTIZ: For the record, we did not -- thank you,
23 Fred, for -- Felipe Ortiz, for the record. We did not do the
24 accounting portion; the District did. And all I know during the time I
25 was the chair of the -- they'd ask for money and we'd send it out --

1 we'd approve it. But --

2 TREASURER JAMES: Right. That's exactly right. That's --

3 CHAIR ORTIZ: But --

4 TREASURER JAMES: -- exactly right.

5 CHAIR ORTIZ: -- clearly -- clearly, we need to do a better --

6 TREASURER JAMES: That's --

7 CHAIR ORTIZ: -- job of closing out the funds and -- so that

8 they're not -- so it doesn't look like they're needing their money

9 back because they already got their money.

10 TREASURER JAMES: Yeah. And --

11 CHAIR ORTIZ: And then lastly -- Fred, hang on a second.

12 Lastly, for the people that are new -- for the board members that are

13 new, we had 500 some thousand dollars to operate. We -- they

14 committed us to a program hoping that they would bring in that

15 money and on that basis we voted on it. The money never came in,

16 so we lost all of our capital to operate. And so that's why we're in

17 this situation.

18 But having said that, I want to remind everybody that

19 about 18 months ago -- 15, 18 months ago, we voted to take cash,

20 gifts, property. So if you know somebody that has property that

21 they want to donate, please send them our way.

22 Fred, do you have anything else?

23 TREASURER JAMES: Nothing else. And thank you for

24 really highlighting that donation that we did to the District that we

25 thought we were going to get reimbursed from. That was a big

1 major portion of it. So instead of having to do a million dollars, we
2 would only have to come up with \$600,000 to clear out our
3 accounts. So that's where we stand right now.

4 CHAIR ORTIZ: Okay. Thank you very much. Having
5 heard no further questions, there's not an --

6 VICE CHAIR SANDERS: I have a question.

7 CHAIR ORTIZ: Oh, go ahead, Ms. --

8 VICE CHAIR SANDERS: I have a question, Chair.

9 CHAIR ORTIZ: -- Vice Chair.

10 VICE CHAIR SANDERS: You just mentioned -- and it's
11 really -- it's not on the report. But you just mentioned the receipt of
12 gifts. Have we developed a gift policy? I know it was supposed to
13 be done. Do we have a gift policy yet that we can share with all the
14 directors?

15 CHAIR ORTIZ: I don't believe so, but I will put that to be
16 done within the next ten days. How is that?

17 VICE CHAIR SANDERS: Just so they're clear on what can
18 be accepted. And we're not out there asking for something,
19 someone wants to give it to us, and then we go, yeah, we can't take
20 that. So we want to have a defined gift policy.

21 CHAIR ORTIZ: Very good, Vice Chair. I will do that. I have
22 more time now as of two weeks ago. So ten days, I will help
23 through with the attorney develop that so we can bring it back as
24 quickly as we can. Okay.

25 VICE CHAIR SANDERS: Okay, thank you.

1 DIRECTOR GRAHAM: And this is Pam -- Director Graham.
2 I also wanted to add to that because I know the last time we spoke, I
3 think there was questions -- even Fred had mentioned previously
4 about restrictive donations. Do you remember this Fred a little bit?

5 TREASURER JAMES: Yeah, I do.

6 VICE CHAIR SANDERS: Restricted versus unrestricted.

7 DIRECTOR GRAHAM: Yeah.

8 TREASURER JAMES: Yeah, but it's -- they -- the
9 negotiating team did a great job of explaining my concern. It's
10 really -- it's addressed in the MOU. We could take a good look at it
11 when we go through it, and we can point out that particular section
12 regarding --

13 DIRECTOR GRAHAM: Yeah, but just make sure that when
14 they do -- when you do address that Director Ortiz, that maybe they
15 could add that in there too.

16 CHAIR ORTIZ: Okay. Will do. Thank you so much,
17 Director Graham.

18 Okay. Let's move on to the next item, Item No. VII, Library
19 District Report by the Executive Director, Kevin Watson. I don't
20 think he's online. Is he online? Are you online?

21 MR. CABIAS: Chair Ortiz, this is Floresto, the Library
22 District CFO. Director Watson wasn't able to attend today. He's
23 traveling, but his report is submitted as presented. The one item
24 that, you know, is relevant for this meeting with respect to the
25 Foundation is his efforts discussing the MOU with Foundation

1 leadership.

2 CHAIR ORTIZ: Thank you very much, Floresto Cabias, for
3 the record. And what I did -- take a look at that real quick. It's page
4 56/57. So that's the biggest item.

5 The second biggest item that -- in the future for the
6 ongoing Foundation Boards, if you look at the second page top --
7 the top paragraph or top line. Six years ago, the previous District
8 Board voted to do a Library on Hollywood and Sunrise Manor, so it
9 takes time. Once they get the property it'll move pretty quickly and
10 then we'll be again tasked to doing the New Markets Tax Credits
11 and finding money for that expansion.

12 If anybody's been out there, I counted 11 schools within a
13 mile; Las Vegas High School, lots of junior highs, elementary
14 schools. A lot of expansion out there so it's the perfect place and I
15 think it qualifies for New Markets Tax Credits, so let's hope the
16 Library District can get that across the finish line. Thank you, Mr.
17 Cabias.

18 Does anybody have any questions for our CFO -- the CFO
19 for the Library District, Floresto Cabias?

20 [No response heard.]

21 Having heard none, thank you.

22 Let's move on to the next item. This is Item No. VIII,
23 Discussion of possible Board action to approve the contract
24 between the Las Vegas-Clark County Library District and the Library
25 District Foundation. And we had given that task to Shannon

1 Bilbray-Axelrod and Jorge Cervantes, along with legal counsel,
2 Briana Martinez.

3 Shannon, do you want to say something briefly?

4 DIRECTOR BILBRAY-AXELROD: I'll just hand it over to the
5 attorneys. I think we did a good job.

6 CHAIR ORTIZ: Okay.

7 COUNSEL MARTINEZ: Yes.

8 CHAIR ORTIZ: Thank you. Briana, go ahead. Briana
9 Martinez, for the record.

10 COUNSEL MARTINEZ: Thank you, Felipe.

11 I just want to let everybody know that Shannon's been
12 amazing on this. So Felipe and Fred have been working for years
13 on this, but Shannon has come in, gave some proposed changes,
14 made herself available for any calls that we may have had. So I
15 really appreciate her taking the time to assist.

16 So essentially, there was a conference call with the
17 District. Unfortunately, I wasn't on it, but Shannon and my
18 colleague Brittany were on as long -- as well as Jerry Welt, and I
19 believe Kelvin was part of it. Lauri Thompson, who's the attorney
20 we've been working with on the MOU negotiations, she was not on
21 as well, but I've had discussions with Lauri and the District agreed
22 to make all the changes that Shannon proposed.

23 They were minor changes, but it was just a way for us to
24 be able to continue to work together instead of there being a
25 default, if there's ever an issue with meeting some type of

1 obligation, we would work with the District instead of it being some
2 type of default.

3 There's -- the District agreed to -- instead of the six-month
4 phase out for the District staff to assist from the time the agreement
5 goes into effect -- which it hasn't gone into effect because we still
6 need the District to vote and I also would like for this Board to vote
7 on the changes to the terms. But what they agreed to -- but they
8 have not voted yet, I believe that should be today, but I haven't
9 seen their agenda to see if this MOU is on the District's meeting
10 agenda.

11 But they agreed to the -- instead of the six-month phase
12 out occurring the date of the effective agreement, it would be six
13 months from when the Foundation's Executive Director starts
14 working. So that way it builds in a little bit more time for the
15 Foundation's Executive Director to be able to get accustomed to
16 everything, and then she would be able to take over -- or he or she
17 would be able to take over those duties.

18 And at the same time, the Foundation at that point should
19 already have some type of accountant or CPA firm assisting with
20 any of the accounting portion that needs to be done. So that was
21 one change that was made since the last time that we presented to
22 the Board.

23 Additionally, the second change, which I still don't have
24 approval on, is on the administrative overhead, that phase-out plan.
25 So I went back and I asked the District, can we try to extend it a little

1 longer? So right now, the way it's structured is your first year, the
2 Foundation has to raise 61,000 to cover administrative overhead
3 expenses because the other 189,000 are coming from the
4 endowment interest.

5 And then beginning in Year 2, the District -- I'm sorry, the
6 Foundation would have to raise a minimum of 400,000 and the
7 administrative overhead expenses can't go past 50 percent. Year 3,
8 that threshold is 35,000. And then Year 4 is where that 20 percent
9 kicks in. And so I asked can we extend it to Year 5, just to buy the
10 Foundation more time to be able to get on your feet, and I have not
11 heard back on that question.

12 We did -- again, they agreed to build in -- if there's an
13 issue where there's a struggle with meeting it, meaning that you --
14 the Foundation thinks they might go over that 20 percent cap, well,
15 then we can work with the District to try to adjust it just in case and
16 in the future.

17 And in addition, I think, Pamela, you brought up about the
18 donor restricted funds. If there are any donor restricted funds, it
19 wouldn't be subject to that overhead cap, depending on if, let's say
20 we receive an owner and they're like -- I'm sorry, a donor, and they
21 say they want all the money to go to the administrative overhead or
22 something like that and it -- your goal -- it wouldn't be subject to
23 those that 20 percent cap. So that's already built into the
24 agreement. Does anybody have --

25 **CHAIR ORTIZ:** Thank you very much.

1 COUNSEL MARTINEZ: -- any questions on it?

2 CHAIR ORTIZ: Let me go around.

3 Michelle, do you have any questions, concerns,
4 comments?

5 VICE CHAIR SANDERS: No, my questions were just
6 answered by Briana. Thank you.

7 CHAIR ORTIZ: Okay, very good.

8 Nicole Rogers. Director, do you have any questions?

9 SECRETARY ROGERS: No. Fantastic job; no questions.

10 CHAIR ORTIZ: Jorge Cervantes.

11 DIRECTOR CERVANTES: No. No questions, just great job.

12 COUNSEL MARTINEZ: Thank you.

13 CHAIR ORTIZ: Thank you.

14 Vicki Gaska.

15 DIRECTOR GASKA: No questions.

16 CHAIR ORTIZ: Thank you so much.

17 Pamela Graham.

18 DIRECTOR GRAHAM: All good. Thank you. No
19 questions.

20 CHAIR ORTIZ: Okay. Fred James. Fred?

21 [No response heard.]

22 Okay. Did Tamar come online?

23 [No response heard.]

24 And then Shannon, any last -- your feeling for -- or your
25 thoughts on this contract? Is it where we want to be? Is it --

1 DIRECTOR BILBRAY-AXELROD: I feel good with this
2 contract. And I thank the attorneys for making my -- what was in
3 my brain come out into a contract form. And yeah, I'm happy with
4 this. I think this -- we are now -- what my concern was and what I
5 voiced to you is that we're giving a new executive director a task,
6 you know, like rolling a stone up the mountain or a boulder up the
7 mountain. So I think this is doable. And if we can hire the right
8 person, we will be a success.

9 CHAIR ORTIZ: Thank you. That's good to hear.

10 And from my perspective, once they get it to the other
11 board, the District's Board, Mr. Cabias Floresto, then we'll direct
12 Michelle Sanders to -- our Vice Chair to move forward with the
13 search again as quickly as she can. And --

14 VICE CHAIR SANDERS: Sounds good.

15 CHAIR ORTIZ: -- I'll call her from the meeting once it's
16 approved.

17 VICE CHAIR SANDERS: Sounds good.

18 CHAIR ORTIZ: Yeah. And -- because it's a commitment,
19 and we lose applicants. There's all kinds of things that really we
20 don't -- I don't need to get into, but you know what I'm trying to
21 say.

22 Okay, very good. And so --

23 SECRETARY ROGERS: Felipe?

24 CHAIR ORTIZ: Yeah, go ahead.

25 SECRETARY ROGERS: May I ask a question?

1 CHAIR ORTIZ: Yes, Nicole.

2 SECRETARY ROGERS: Do we need to vote on this right
3 now, like a motion to approve this -- for it to go to the District
4 meeting? Or does that go there first and then come back to us?
5 Just so that we can fast track all of this.

6 CHAIR ORTIZ: Briana, will you read the motion and Nicole
7 will make it.

8 COUNSEL MARTINEZ: Yes. So the motion is for the
9 Foundation to approve the Memorandum of Understanding with
10 the District with the additional changes that were circulated
11 yesterday.

12 SECRETARY ROGERS: So moved.

13 VICE CHAIR SANDERS: Second.

14 CHAIR ORTIZ: So moved by Nicole Rogers; second by
15 Michelle Sanders.

16 Any questions, any more comments?

17 VICE CHAIR SANDERS: Comments, great job. Shannon,
18 thank you. Briana, thank you.

19 COUNSEL MARTINEZ: You're welcome. It was definitely
20 a joint effort. And honestly, Shannon, your suggested revisions
21 have really helped push this through.

22 DIRECTOR BILBRAY-AXELROD: Thank you.

23 CHAIR ORTIZ: Thank you, thank you, thank you. It's like
24 pulling a Band-Aid, but we appreciate it.

25 Okay. Having heard no other questions or comments, all

1 in favor?

2 [ALL BOARD MEMBERS WERE IN AGREEMENT]

3 CHAIR ORTIZ: Anybody opposed?

4 [No response heard.]

5 Motion carries. Thank you so much. It's unfinished
6 business for me, so I'm glad that --

7 COUNSEL MARTINEZ: I've been working on this for three
8 years.

9 CHAIR ORTIZ: Three years. Thank you. Okay. Thank you
10 so much.

11 And so, Mr. Cabias, if you can share that with the Director
12 and the Board?

13 MR. CABIAS: Will do. Thank you, Mr. Chair.

14 CHAIR ORTIZ: Okay, thank you.

15 Next item is Item No. IX, Discussion and possible Board
16 action regarding approval to either hire a personnel or establish a
17 volunteer committee to assist with outreach or events.

18 Why did I put this on the agenda? I'm looking at the -- my
19 exit strategy because I think, Briana, there's a -- there'll be a vote on
20 a new chair in May? I think that's when our elections --

21 COUNSEL MARTINEZ: Yes, that's correct.

22 CHAIR ORTIZ: All right. Elections are in May and I'm not
23 going to run for chair again, but I would like to go out there and
24 work on a volunteer committee because we can either hire people
25 or we can create our own volunteers to do all kinds of events once

1 the director tells us what he wants or she wants, right; whether it's
2 a male or female director. And then we need to have -- try to help
3 with that by having volunteers.

4 So two things that you heard: Elections are in May, so we
5 hope to have everybody at that meeting. Think about the vice
6 chair -- well, I'll leave it at that. Elections are in May. I won't run
7 again as the chair, mostly because I consider it a failure to not get
8 this across in the year, year and a half. And so -- but I'm glad
9 Shannon was able to -- and Briana were able to get this across, but I
10 still want to be part of what occurs. And so that is my request.

11 Michelle, do you have any questions on creating a
12 committee for volunteers to do special events to assist the new
13 director?

14 VICE CHAIR SANDERS: I do not. Actually, I think it's a
15 wonderful idea, but I am going to ask something based on your
16 second half of the statement about May elections. Can we circulate
17 the terms again and --

18 SECRETARY ROGERS: Yes; thank you.

19 VICE CHAIR SANDERS: -- see where we are?

20 CHAIR ORTIZ: Yes, absolutely. And we had -- Briana was
21 tasked -- our legal counsel was tasked with dates, time frames,
22 expiration. So we'll do that here and give us a couple of weeks.

23 VICE CHAIR SANDERS: Okay.

24 CHAIR ORTIZ: Okay? Thank you so much.

25 VICE CHAIR SANDERS: No, I think it's a great idea to

1 establish a committee.

2 CHAIR ORTIZ: Thank you.

3 Nicole Rogers, did you have any questions or comments?

4 SECRETARY ROGERS: Nope, just the term would be great
5 and great idea.

6 CHAIR ORTIZ: Okay, very good.

7 Fred, do you have any questions or comments?

8 TREASURER JAMES: I have a comment. And I have to
9 say, you guys did a great job. I just was able to just get back on,
10 you guys just called me at the right time, so. I just wanted to say,
11 Shannon and Briana, you guys did a great job. You answered --
12 you secured the information on the restricted donor, perfectly
13 worded. I couldn't ask for anything better. I thought it was
14 implemented very, very well.

15 The only thing that I have an issue with that [indiscernible;
16 audio distortion] later -- it doesn't have to be bothered with this on
17 this particular MOU is the New Market Tax Credit because we do a
18 yeoman's job on that and for it to be eliminated out of this MOU, I
19 think it's not -- I'm not going to ask for it to be in, but I think on the
20 next time when they come forth and bring up a MOU between us
21 and the Library District for the New Market Tax Credit that we get
22 an agreement and we also get -- we also get a special agreement
23 between the Library District and the Foundation and making sure --
24 because we're going to be an independent nonprofit, so we need to
25 make sure that what we do for them is covered through our

1 administrative side.

2 But other than that, I'm very pleased with the contract --
3 with the MOU. Thank you.

4 CHAIR ORTIZ: Thank you, Fred.

5 Mr. Cervantes, do you have any questions or comments
6 from the volunteer portion committee?

7 DIRECTOR CERVANTES: No. No questions.

8 CHAIR ORTIZ: Any other questions or comments?

9 Okay, thank you.

10 Shannon Bilbray-Axelrod, any questions or comments?

11 DIRECTOR BILBRAY-AXELROD: No, I didn't.

12 CHAIR ORTIZ: Okay, thank you so much.

13 Pamela Graham, do you have any questions or
14 comments?

15 DIRECTOR GRAHAM: I do not.

16 CHAIR ORTIZ: Thank you.

17 Ms. Vicki Gaska, do you have any questions or
18 comments?

19 DIRECTOR GASKA: I do not.

20 CHAIR ORTIZ: Thank you. And I think that's it. But at the
21 end of the day, I run into a lot of people. They want to volunteer at
22 least that one time. And if we can reduce our costs in our events, it
23 allows the Foundation to make -- to generate more income. So --
24 and it brings in more buy-in, and they can -- obviously, we can
25 recreate this board exponentially by having them go out and give

1 us some ways to find money.

2 So thank you again at that. Having said that, I'll entertain
3 a motion to either hire personnel or establish a volunteer
4 committee to assist with outreach and/or events. Who will make
5 that motion?

6 VICE CHAIR SANDERS: So moved.

7 TREASURER JAMES: Before you do that. Are we going
8 to -- is this item going to -- I thought we've already selected the
9 people for interview?

10 CHAIR ORTIZ: No. No, this has to do -- no, the item is No.
11 IX, on volunteers.

12 TREASURER JAMES: On volunteers. I'm sorry. Thank
13 you.

14 CHAIR ORTIZ: Yeah. Michelle, you moved on the -- you
15 moved to approve?

16 VICE CHAIR SANDERS: Yes.

17 CHAIR ORTIZ: Is there a second?

18 SECRETARY ROGERS: Second.

19 CHAIR ORTIZ: Second by Nicole Rogers.

20 Any other questions, discussion?

21 [No response heard.]

22 All in favor?

23 [ALL BOARD MEMBERS WERE IN AGREEMENT]

24 Anybody opposed?

25 [No response heard.]

1 Motion carries. Thank you so much.

2 And so having said that, we'll make sure -- well, public
3 comment. Topics raised -- next item is topics raised under this item
4 cannot be acted upon until notice provisions of the open meeting
5 law have been met. Persons wishing to speak in public must sign
6 in before the -- the sheet -- the item is addressed.

7 Ms. Lashea, is there anybody in person or online that
8 would like to make a comment?

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

10 CHAIR ORTIZ: Thank you very much.

11 I do have a comment. Thank you everybody for your hard
12 work. This is a passion on my part. I'll continue to work with this
13 and I know it's time away from everybody. We're finally there,
14 thank goodness. I think it's a good thing. And thank you Briana
15 Martinez, our legal counsel, Shannon Bilbray-Axelrod, Jorge
16 Cervantes. I think nothing but good things are going to come
17 forward. And we keep moving forward.

18 So Michelle, do you have any comments or events or
19 anything for the group?

20 VICE CHAIR SANDERS: No comments. Thank you.

21 CHAIR ORTIZ: Nicole, do you have any comments or
22 events to announce?

23 SECRETARY ROGERS: No, thank you.

24 CHAIR ORTIZ: Fred, do you have any comments or events
25 to announce?

1 TREASURER JAMES: Not at this moment. Thank you.

2 CHAIR ORTIZ: Thank you.

3 Jorge Cervantes, do you have any questions or -- I'm
4 sorry, comments or announcements for this item?

5 DIRECTOR CERVANTES: No. No comments.

6 CHAIR ORTIZ: Thank you.

7 Shannon Bilbray-Axelrod, do you have any comments or
8 announcements for this item?

9 DIRECTOR BILBRAY-AXELROD: I do not.

10 CHAIR ORTIZ: Thank you. Ms. Pamela Graham, do you
11 have any comments or announcements for this item?

12 DIRECTOR GRAHAM: No, I do not.

13 CHAIR ORTIZ: Ms. Vicki Gaska, do you have any
14 comments or announcements?

15 DIRECTOR GASKA: I do not.

16 CHAIR ORTIZ: Thank you.

17 And having heard none -- no comments from anybody
18 else, I'll entertain a motion to approve this meeting. Who will -- to
19 approve adjourning this meeting. Who will make that motion?

20 DIRECTOR BILBRAY-AXELROD: So moved.

21 CHAIR ORTIZ: So moved by Shannon.

22 VICE CHAIR SANDERS: Second.

23 CHAIR ORTIZ: Is there a second? By --

24 TREASURER JAMES: Second.

25 CHAIR ORTIZ: -- Michelle.

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CHAIR ORTIZ: Thank you. All in favor?
[ALL BOARD MEMBERS WERE IN AGREEMENT]

CHAIR ORTIZ: Anybody opposed?
[No response heard.]

Everybody have a good day. Thank you so much.
[Meeting concluded at 12:44 p.m.]

* * * Total Meeting Run Time – 42 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