



## AGENDA

**SPECIAL MEETING** - STILLWATER PUBLIC LIBRARY TRUST BOARD  
STILLWATER PUBLIC LIBRARY, SOUTH BUILDING, ROOM 138  
1107 SOUTH DUCK, STILLWATER, OK. 74074

**APRIL 1, 2025**

**4:00 P.M.**

[stillwaterok.gov/Library](http://stillwaterok.gov/Library)

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1. CALL MEETING TO ORDER

2. CONSENT DOCKET

*Items listed on the consent docket are routine administrative matters that may be approved by a single vote with or without discussion. **The Trust Board will take action at this meeting (including a vote or series of votes) on these items collectively as part of the Consent Docket.***

- a. Approval of minutes: March 24, 2025, Special Meeting

3. GENERAL ORDERS

***The Trust Board will discuss and take action at this meeting (including a vote or series of votes) on each item listed under General Orders unless the agenda entry specifically states that no action will be taken.***

- a. Consider approval of contract with NonProfit Solutions Law for the purpose of independent legal advice to the Trust regarding the Trust Agreement and legal compliance of Trust investments
- b. Update on Vanguard accounts including discussion and possible consideration of making changes to the account investments

4. REPORTS FROM OFFICERS & BOARDS

***Announcements and remarks about matters of general interest may be made by the Board Members or Director at this time. Items of Trust business that may require discussion or action (including a vote or series of votes) are listed below.***

- a. Miscellaneous items from the Library Director
- b. Miscellaneous items from the Trust Board
  - i) Discussion about scheduling items for upcoming meetings

5. QUESTIONS & INQUIRIES

6. ADJOURN

***The City of Stillwater encourages participation from all its citizens. If participation at any public meeting is not possible due to a disability, please notify the Library Director at least 48 hours prior to the meeting by calling 405.372.3633 ext 8101.***

***On \_\_\_\_\_, a true and correct copy of this agenda was posted on the kiosk outside City Hall, 723 S. Lewis Street.***



Minutes

**SPECIAL MEETING** - STILLWATER PUBLIC LIBRARY TRUST BOARD  
STILLWATER PUBLIC LIBRARY, SOUTH BUILDING, ROOM 138  
1107 SOUTH DUCK, STILLWATER, OK. 74074

**MARCH 24, 2025**

**2:00 P.M.**

[stillwaterok.gov/Library](http://stillwaterok.gov/Library)

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**Board members present:** Cynthia Francisco, Holly Hartman, Sandeep Nabar,  
Sherryl Nelson

**Staff present:** Stacy DeLano, Naomi Brown, Ashlyn Garis

1. CALL MEETING TO ORDER

2. CONSENT DOCKET

*Items listed on the consent docket are routine administrative matters that may be approved by a single vote with or without discussion. **The Trust Board will take action at this meeting (including a vote or series of votes) on these items collectively as part of the Consent Docket.***

- a. Approval of minutes: March 10, 2025, Special Meeting  
**Hartman/Nabar moved to approve the consent docket. The votes are as follows: Nabar, yes; Hartman, yes; Francisco, yes; Nelson, yes. Motion approved.**

3. GENERAL ORDERS

***The Trust Board will discuss and take action at this meeting (including a vote or series of votes) on each item listed under General Orders unless the agenda entry specifically states that no action will be taken.***

- a. Discuss, consider, and possible action to move forward with retaining outside legal counsel for the purpose of independent legal advice to the Trust regarding the

Trust Agreement and legal compliance of Trust investments, and possible action to allocate Trust funds for legal services.

**Nelson arrived at 2:01 p.m.**

**Francisco explained that DeLano sent an email with the questions created by the Board to the four firms discussed at the March 10 meeting. Of the four, DeLano and Francisco consulted with Jeri Holmes of NonProfit Solutions and Alex Bliss from Culture Connection Law. Both attorneys meet the criteria based on the questions from the Board about working on this case. Alex Bliss works more with creating 501C3s and HR concerns than trusts. Jeri Holmes was recommended by two different Oklahoma libraries that DeLano consulted. Jeri Holmes bills at \$375 per hour. She can work in 10-hour blocks to update the board on her progress and fees incurred. She is willing to meet on Zoom. She has experience working with public trusts and governmental entities. The board appreciated Holmes' experience with public trust instruments. They want to ensure that her strategy prioritizes the immediate needs and long-term issues of the trust. DeLano asked Ashlyn Garis if executive sessions are used to meet with the attorney at a Trust Board meeting. Garis will inquire and let the Board know.**

**Hartman/Nabar moved to retain Nonprofit Solutions for the purpose of independent legal advice to the Trust regarding the Trust Agreement and legal compliance of Trust investments. The votes are as follows: Nabar, yes; Hartman, yes; Francisco, yes; Nelson, yes. Motion approved.**

- b. Update on Vanguard accounts including discussion and possible consideration of making changes to the account investments  
**The Vanguard accounts total \$827,064.31. The Board did not take action on the Vanguard accounts at this meeting.**

#### 4. REPORTS FROM OFFICERS & BOARDS

***Announcements and remarks about matters of general interest may be made by the Board Members or Director at this time. Items of Trust business that may require discussion or action (including a vote or series of votes) are listed below.***

- a. Miscellaneous items from the Library Director  
**Library staff have assisted at three events for those affected by the fires. Emily States, Adult Services Supervisor, created an exceptional fire resource and recovery page on the website. There is an additional delay in the fire suppression project. The crew may be back to work by the last week in March.**

Miscellaneous items from the Trust Board

- i) Discussion about scheduling items for upcoming meetings  
**DeLano will send possible dates for a future special meeting to board members once she has communicated with Nonprofit Solutions.**

5. QUESTIONS & INQUIRIES

6. ADJOURN

**Nabar/Nelson moved to adjourn. The votes are as follows: Nabar, yes; Hartman, yes; Francisco, yes; Nelson, yes. Motion approved. The meeting adjourned at 2:47 p.m.**

**Prepared by: Naomi Brown, Recording Secretary**

**Approved by: \_\_\_\_\_  
Chair, Stillwater Public Library Trust Board**



# Nonprofit Solutions Law

April 1, 2025

Stillwater Public Library Trust  
Attn: Cynthia Francisco  
1107 South Duck  
Stillwater, OK 74074

Dear Ms. Francisco:

Thank you for selecting Nonprofit Solutions Law, P.C. to research issues surrounding the Trust Indenture of the Stillwater Public Library Trust (Trust). If at any time additional related work is required, you will be notified by a separate letter or in writing via email as to the scope of that work and associated fees.

You agree that at this point no other attorney or law firm is representing you in this matter. In addition, you have told us about any lawyers you may have hired and dismissed previously that assisted with this matter.

The attorney responsible for your matter is Jeri Holmes; in addition, other Nonprofit Solutions Law attorneys or staff members may be assigned to your matter. In some instances, it may become necessary for us to associate attorneys from other firms or experts to assist with your matter. If this occurs, we will let you know in advance and you may be asked to sign a new fee agreement if our fee is to be shared with the other lawyer. Please note that paralegals and other non-attorney staff cannot provide you with legal advice.

**The fee arrangement, as agreed is:**

- Hourly rate of Attorney conducting research, writing, attendance at meetings, and calls concerning the type of trust, investment of funds, interaction with the City of Stillwater, possible amendments to trust, and recommendations concerning modifications or change of tax status.
- Trust approves the first ten (10) hours of work upon acceptance of this Engagement Agreement. Work in excess of the initial ten (10) hours must be pre-approved in ten (10) hour increments prior to additional work being conducted.

Additional approved services will be charged at an hourly rate of three hundred seventy-five dollars (\$375) per hour for Jeri Holmes' time, three hundred twenty-five dollars (\$325) per hour for Jennie Hill's time, or two hundred and seventy-five dollars (\$275) for Matt Gomez's time. In person attendance at a meeting that is thirty (30) miles from the attorney's office will be charged at one-half (1/2) the billable hourly rate for the attorney's travel time to and from the in-person meeting.

You will also be expected to reimburse the firm for any out-of-pocket costs incurred on your behalf during our representation. These will be billed to you and included within your monthly invoice as costs are incurred.

**Payment:**

Nonprofit Solutions Law, P.C. will send you a separate retainer request for a trust deposit of \$3,500. The retainer deposit is not an estimate of the total fees for legal services, but rather fees that will be held in a trust account to pay for ongoing legal services related to work concerning the matter. The firm will send you monthly invoices that detail all legal services performed that month and seek your authorization to pay for those services from the trust deposit. Any amounts owed over the amount of the trust deposit will result in a new trust request to be sent to ensure sufficient funds are held to cover all anticipated fees for legal services. Failure to make timely payments may, upon notice, result in the firm's withdrawal as your counsel in this matter.

Communications between our attorneys and you are confidential in nature. Failure to maintain communication with our office may, upon notice, result in the firm's withdrawal as your counsel in this matter. Our office will keep you informed on the progress of your matter as it develops.

There will be periods of time when we will not have any news to communicate. This is not an indication that your matter is not progressing; however, please feel free to contact our office when you have questions. We will attempt to return phone calls received Monday through Friday within twenty-four (24) hours, if possible. If you have an urgent question or important information, please call our office.

**Termination:**

You have the right at any time to provide us with written notice that you do not wish Nonprofit Solutions Law, P.C. to continue to represent you. However, if you dismiss us or if we give you notice that we wish to withdraw, and we have spent time and money on your matter, you will still be responsible for reimbursing us for any money we have advanced to pay for costs in your matter(s). In addition, we will charge you for the value of the time we have spent in proceeding with your matter, based on the number of hours previously worked on the matter and at the hourly rate of the attorney who provided such work.

Any legal work beyond the services described here will require a new agreement or written notice through email as to an extended scope of services.

**Notice and Disclaimer:**

In the scope of your legal representation and services, you may request Nonprofit Solutions Law, P.C. to prepare corporate documents and policies for your organizational use. Nonprofit Solutions Law, P.C., and its attorneys will prepare these corporate documents in their best legal judgment for the exclusive use and benefit of the Trust and solely for the purpose for which the organization provided. If your organization, including its directors, officers, employees, agents, or assigns, subsequently modify these documents without the prior written consent and legal consultation of Nonprofit Solutions Law, P.C., you acknowledge that you are solely responsible for any damages that stem from such subsequent modification.

The corporate and policy templates provided by Nonprofit Solutions Law, P.C. during the scope of your legal representation is the intellectual property of Nonprofit Solutions Law, P.C. Should you sell, reproduce, or transfer such documents to a third party, Nonprofit Solutions Law, P.C. will seek all available legal remedies as damages for such sale, reproduction, or transfer in violation of this agreement. By your signature below, you acknowledge that you are not permitted to sell, reproduce, or transfer the documents prepared and provided to your organization by Nonprofit Solutions Law, P.C. to a distinct third party inclusive of another nonprofit corporation.

Again, thank you for this opportunity to be of service. Please sign and return a copy of this letter. Upon receipt of the signed letter, we will commence the services as delineated above. If you have any questions, please call me at (405) 844-2222.

Sincerely,



Jeri Holmes, Esq.  
President and Owner  
Nonprofit Solutions Law, P.C.

I HAVE READ AND AGREE TO THIS CONTRACT AND AGREE TO ABIDE BY ITS TERMS, INCLUSIVE OF THE NOTICE AND DISCLAIMER:

\_\_\_\_\_  
Cynthia Francisco, Board Chair  
Stillwater Public Library Trust

\_\_\_\_\_  
Date