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AGENDA

SPECIAL LIBRARY BOARD OF TRUSTEES MEETING

Wednesday, June 24, 2020

4:00 PM

**City Hall Council Chambers
232 W. Sierra Madre Boulevard
Sierra Madre, CA 91024**

*Barry Ziff, Chair; Rod Spears, Vice Chair;
Patricia Hall, Trustee; Shannon King, Trustee; Rich Procter, Trustee*

CALL TO ORDER / ROLL CALL

Trustees King, Hall, Procter, Spears, Ziff

APPROVAL OF AGENDA

Majority vote of the Board to proceed with Board business

APPROVAL OF MINUTES

Majority vote of the Board to approve the minutes from June 10, 2020 meeting.

COMMUNITY INPUT – COVID-19 NOTICE

As part of the City of Sierra Madre's COVID-19 transmission mitigation efforts, all City Council, Commission and Board meetings will be conducted virtually until further notice. The Brown Act provides the public with an opportunity to make public comments at any public meeting.

Public comment may be made by e-mail to csmart@cityofsierramadre.com with the subject heading PUBLIC COMMENT by 3:00 pm on June 24, 2020. Emails will be acknowledged at the Trustee meeting and read into public record with a limit of three minutes per person.

**To watch the meeting live, please access the live Zoom call
by visiting the following link: <https://bit.ly/LibraryCSM>**

For more information, please contact City Librarian, Christine Smart via email at csmart@cityofsierramadre.com or by telephone at (626) 355-7186.

PUBLIC COMMENT

The Trustees will listen to the public on any item on the agenda. In addition, the Trustees will also devote time for public comment on items not on the agenda. Under the Brown Act, Trustees are prohibited from taking action on items not on the agenda, but the matter may be referred to staff or to a subsequent meeting.

Each comment read on the record will be limited to three continuous minutes, which may not be delegated. These rules will be enforced but may be changed by appropriate Library Board of Trustee action.

CONSENT CALENDAR

- 1. Library Warrants** - Recommendation that the Board approves payment of Library Warrants in the aggregate amount of \$6,057.50, \$295.33, \$1,881.15, and \$1,603.30.
- 2. Library Statistics** - Recommendation to receive and file May Statistical and COVID Events Report.

ACTION ITEMS AND REPORTS

1. Draft Library Board of Trustees Recommendation to Council

Chair Ziff to discuss the draft recommendation for formalizing the structure of the Library Board of Trustees. The proposal will take place at an upcoming joint meeting with City Council, date TBD.

2. Building Safety

Vice Chair Spears to discuss necessary repairs to the Library which need to be discussed with City Council at an upcoming joint meeting.

3. Day Estate

Chair Ziff to lead discussions on plans for the funding gifted to the Board of Trustees by Robert A and Robert S Day, and in what manner to publicly honor the gift.

4. Library Foundation MOU

Trustee Hall to bring forward the draft Library Foundation MOU for discussion.

5. Chair/Vice Chair Nomination and Appointments for F/Y 2020-2021

Chair Ziff to open the floor for nominations for chair and vice-chair nominations.

6. City Librarian Report

City Librarian provides oral report concerning Library services since the last Board meeting.

****ACTION ITEMS***

Regardless of a staff recommendation on any agenda item, the Board will consider such matters

including action to approve, conditionally approve, reject or continue such item. Further information on each item may be procured from the Library Board of Trustees.

ADJOURNMENT

The Library Board of Trustees may adjourn to a special meeting on July 22 at 4:00 pm.
If you require special assistance to participate in this meeting, please call the
City Manager's Office at 626-355-7135 at least 8 hours prior to the meeting.



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MINUTES

SPECIAL LIBRARY BOARD OF TRUSTEES MEETING

Wednesday, June 10, 2020

4:00 PM

City Hall Council Chambers
232 W. Sierra Madre Boulevard
Sierra Madre, CA 91024

*Barry Ziff, Chair; Rod Spears, Vice Chair;
Patricia Hall, Trustee; Shannon King, Trustee; Rich Procter, Trustee*

CALL TO ORDER / ROLL CALL

Trustees King, Hall, Procter, Spears, Ziff were in attendance, none absent. Meeting called to order at 4:00 pm.

APPROVAL OF AGENDA

Trustee Hall motioned to approve the agenda, Trustee King seconded. All approved.

APPROVAL OF MINUTES

Trustee Spears motioned to approve the minutes with no corrections. Trustee Hall seconded. All approved.

COMMUNITY INPUT – COVID-19 NOTICE

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Public comment may be made by e-mail to csmart@cityofsierramadre.com with the subject heading PUBLIC COMMENT by 3:00 pm on June 10, 2020. Emails will be acknowledged at the Trustee meeting and read into public record with a limit of three minutes per person.

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by visiting the following link: <https://bit.ly/SierraMadreLibrary>**

For more information, please contact City Librarian, Christine Smart via email at csmart@cityofsierramadre.com or by telephone at (626) 355-7186.

PUBLIC COMMENT

No public comments

ACTION ITEMS AND REPORTS

1. Library Board of Trustees

Chair Ziff led the discussion regarding options concerning the Library Board of Trustees' internal organization, authority, and procedures of the Library: option 1 – create a special library district is no longer an option; option 2 – formalize the role of the Library Board of Trustees; and option 3 – become an advisory board. The Trustees agreed to move forward to formalize their role as a Library Board of Trustees and Chair Ziff will work with City Librarian Smart to cultivate a draft agenda report for an upcoming joint meeting with City Council.

Conflicts of interest were also discussed and Chair Ziff explained that while no legal conflict exists, there is a perception of conflict with money being exchanged between various Library organizations.

2. Board of Trustees Terms of Office

Chair Ziff discussed a possible extension of Trustee terms to four years to be commensurate with other boards and commissions in our community. The board came to a consensus that they would accept a year added to their terms and would make that recommendation to council.

3. Items for Future Agenda

Chair and Vice Chair Appointments for the upcoming fiscal year, Sierra Madre Library Foundation MOU, and Robert A Day Fund to be discussed at the June 24th meeting.

***ACTION ITEMS**

Regardless of a staff recommendation on any agenda item, the Board will consider such matters including action to approve, conditionally approve, reject or continue such item. Further information on each item may be procured from the Library Board of Trustees.

ADJOURNMENT

Trustee Procter motioned to adjourn the meeting, Trustee Hall seconded. Meeting adjourned at 4:43 pm.



City of Sierra Madre, CA

Check Approval Register

Packet: APPKT04666 - LIB 07/23/19 (FY 19/20)

Check Date: 07/23/2019

Vendor Set: 01 - Vendor Set 01

Vendor Number	Vendor Name				Vendor Total
Bank Code	Payment Type	Invoice #	Invoice Description	Account Number	Distribution Amount
1379	CALIFA GROUP				1,881.15
APBWEST	Check	2397	Proquest - Ancestry Library	39006.90000.53406	1,881.15
Report Total:					1,881.15



Fund	Account	Amount
39006 - FRIENDS OF THE LIBRARY DONATION FUND		
	39006.90000.53406	1,881.15
	Fund 39006 Total:	1,881.15
	Report Total:	1,881.15

Chair

Trustee

Trustee

Trustee



Check Approval Register

Packet: APPKT05137 - LIB 06/23/20
Vendor Set: 01 - Vendor Set 01

Check Date: 06/17/2020

Vendor Number	Vendor Name				Vendor Total
Bank Code	Payment Type	Invoice #	Invoice Description	Account Number	Distribution Amount
<u>0132</u>	BAKER & TAYLOR, INC.				1,151.35
APBWEST	Check	2035189662	LIBRARY BOOKS	39006.90000.53406	110.14
		2035189663	LIBRARY BOOKS	39006.90000.53999	0.13
		5016165604	LIBRARY BOOKS	39006.90000.53406	178.84
		5016165605	LIBRARY BOOKS	39006.90000.53999	7.68
		5016165606	LIBRARY BOOKS	39006.90000.53406	24.48
		5016165607	LIBRARY BOOKS	39006.90000.53999	4.53
		5016165608	LIBRARY BOOKS	39006.90000.53406	109.28
		5016165609	LIBRARY BOOKS	39006.90000.53999	3.83
		5016165610	LIBRARY BOOKS	39006.90000.53406	82.53
		5016165611	LIBRARY BOOKS	39006.90000.53999	2.94
		5016165612	LIBRARY BOOKS	39006.90000.53406	109.15
		5016165613	LIBRARY BOOKS	39006.90000.53999	6.25
		5016165614	LIBRARY BOOKS	39006.90000.53406	70.73
		5016165615	LIBRARY BOOKS	39006.90000.53999	2.94
		5016165616	LIBRARY BOOKS	39006.90000.53406	21.38
		5016165617	LIBRARY BOOKS	39006.90000.53999	4.53
		5016165618	LIBRARY BOOKS	39006.90000.53406	56.13
		5016165619	LIBRARY BOOKS	39006.90000.53999	1.03
		5016165620	LIBRARY BOOKS	39006.90000.53406	52.69
		5016165621	LIBRARY BOOKS	39006.90000.53999	1.15
		5016165622	LIBRARY BOOKS	39006.90000.53406	28.14
		5016165623	LIBRARY BOOKS	39006.90000.53999	4.53
		5016165626	LIBRARY BOOKS	39006.90000.53406	26.68
		5016165627	LIBRARY BOOKS	39006.90000.53999	0.26
		5016165628	LIBRARY BOOKS	39006.90000.53406	9.98
		5016165629	LIBRARY BOOKS	39006.90000.53999	0.13
		5016165630	LIBRARY BOOKS	39006.90000.53406	24.46
		5016165631	LIBRARY BOOKS	39006.90000.53999	4.53
		5016165632	LIBRARY BOOKS	39006.90000.53406	24.46
		5016165633	LIBRARY BOOKS	39006.90000.53999	4.53
		5016165634	LIBRARY BOOKS	39006.90000.53406	46.05
		5016165635	LIBRARY BOOKS	39006.90000.53999	1.15
		5016165636	LIBRARY BOOKS	39006.90000.53406	53.38
		5016165637	LIBRARY BOOKS	39006.90000.53999	0.26
		5016175382	LIBRARY BOOKS	39006.90000.53406	72.06
		5016175383	LIBRARY BOOKS	39006.90000.53999	0.39
<u>VEN01043</u>	OVERDRIVE INC				451.95
APBWEST	Check	01148CO20015995	LIBRARY SUPPLIES	39006.90000.53406	451.95
Report Total:					1,603.30



Fund	Account	Amount
39006 - FRIENDS OF THE LIBRARY DONATION FUND		
	39006.90000.53406	1,552.51
	39006.90000.53999	50.79
	Fund 39006 Total:	1,603.30
	Report Total:	1,603.30

Chair

Trustee

Trustee

Trustee



City of Sierra Madre, CA

Check Approval Register

Packet: APPKT05118 - LIB 06/09/20

Check Date: 06/02/2020

Vendor Set: 01 - Vendor Set 01

Vendor Number	Vendor Name				Vendor Total
Bank Code	Payment Type	Invoice #	Invoice Description	Account Number	Distribution Amount
1644	AMAZON				272.91
APBWEST	Check	466597998879	CRAFT IT PROGRAM - LSTA GRANT	29005.90000.52200	17.63
		679537864953	CRAFT IT PROGRAM - LSTA GRANT	29005.90000.52200	22.04
		757348353388	LIBRARY-various(Books/Ref/Prog/Media/Supplies)	39006.90000.53999	211.20
		778865898969	COVID-PLASTIC BAGS FOR SAFETY	39006.09110.52200	22.04
0786	OFFICE DEPOT, INC				22.42
APBWEST	Check	489122035001	OFFICE SUPPLIES	39006.90000.53999	22.42
Report Total:					295.33



Fund	Account	Amount
29005 - LIBRARY GRANTS		
	29005.90000.52200	39.67
		Fund 29005 Total:
		39.67
39006 - FRIENDS OF THE LIBRARY DONATION FUND		
	39006.09110.52200	22.04
	39006.90000.53999	233.62
		Fund 39006 Total:
		255.66
		Report Total:
		295.33

Chair

Trustee

Trustee

Trustee



Check Approval Register

Packet: APPKT04938 - LIB 01/14/20
Vendor Set: 01 - Vendor Set 01

Check Date: 01/15/2020

Vendor Number	Vendor Name	Invoice #	Invoice Description	Account Number	Vendor Total
Bank Code	Payment Type				Distribution Amount
1644	AMAZON				192.64
APBWEST	Check	433448768786	LIBRARY-various(Books/Ref/Prog/Media/Supplies)	39006.90000.53406	9.84
		435775449633	LIBRARY-various(Books/Ref/Prog/Media/Supplies)	39006.90000.53999	48.96
		448374876984	LIBRARY-various(Books/Ref/Prog/Media/Supplies)	10000.90000.53406	16.77
		456595337688	LIBRARY-various(Books/Ref/Prog/Media/Supplies)	39006.90000.53406	37.44
		467334898437	LIBRARY-various(Books/Ref/Prog/Media/Supplies)	10000.90000.53100	24.58
		473794949537	LIBRARY-various(Books/Ref/Prog/Media/Supplies)	39006.90000.53999	10.44
		478496698866	LIBRARY-various(Books/Ref/Prog/Media/Supplies)	39006.90000.53406	15.28
		658873974479	LIBRARY-various(Books/Ref/Prog/Media/Supplies)	10000.90000.53406	6.56
		664896474768	LIBRARY-various(Books/Ref/Prog/Media/Supplies)	10000.90000.53406	10.84
		764983697738	LIBRARY-various(Books/Ref/Prog/Media/Supplies)	10000.90000.53406	11.93
VEN02711	AMERICAS PRINTER				183.39
APBWEST	Check	1168228	BOOK SUPPLIES	39006.90000.53999	183.39
0132	BAKER & TAYLOR, INC.				86.30
APBWEST	Check	2034958904	BOOKS & REFERENCE, PROCESSING FEES & MEDIA	10000.90000.53406	43.43
		2034958905	BOOKS & REFERENCE, PROCESSING FEES & MEDIA	10000.90000.52200	1.14
		5015883256	BOOK SUPPLIES	39006.90000.53999	41.73
1379	CALIFA GROUP				4,304.23
APBWEST	Check	2236	CALIFA - CENIC BROADBAND (JAN-MAR 2019)	10000.90000.52200	4,304.23
0598	DEMCO, INC.				146.19
APBWEST	Check	6718028	Library Supplies	10000.90000.53100	146.19
1625	FINDAWAY WORLD LLC.				76.64
APBWEST	Check	309381	OFFICE SUPPLIES	39006.90000.53406	76.64
VEN02733	JOHN ABRAMS				375.00
APBWEST	Check	JA2961-853	ANIMAL MAGIC EVENT	39006.90000.53999	375.00
0786	OFFICE DEPOT, INC				101.75
APBWEST	Check	385320962001	OFFICE SUPPLIES	10000.90000.53100	101.75
1578	PETTY CASH FUND-LIBRARY				91.36
APBWEST	Check	INV026152	DT POSTER BOARD	39006.90000.53999	6.70
		INV026153	DT CRAFT IT	39006.90000.53999	13.14
		INV026154	DH PHOTOS FOR DISPLAY	39006.90000.53999	5.95
		INV026155	LR TEEN PROGRAM	39006.90000.53999	53.30
		INV026156	LG ADULT BOOK CLUB	39006.90000.53999	12.27
1368	SWANK MOTION PICTURES INC				500.00
APBWEST	Check	2791267	COPYRIGHT COMPLIANCE SITE LICENSE	10000.90000.52200	500.00
Report Total:					6,057.50



Fund	Account	Amount
10000 - GENERAL FUND		
	10000.90000.52200	4,805.37
	10000.90000.53100	272.52
	10000.90000.53406	89.53
	Fund 10000 Total:	5,167.42
39006 - FRIENDS OF THE LIBRARY DONATION FUND		
	39006.90000.53406	139.20
	39006.90000.53999	750.88
	Fund 39006 Total:	890.08
	Report Total:	6,057.50

Chair

Trustee

Trustee

Trustee



City Council

John Capoccia, Mayor
Rachelle Arizmendi, Mayor Pro Tem
Gene Goss, Council Member
John Harabedian, Council Member

DRAFT CITY OF SIERRA MADRE AGENDA REPORT

To: City Council
From: The Library Board of Trustees
Date: June 23, 2020
Subject: Library Board of Trustee Organizational Structure

SUMMARY

The Library Board of Trustees held two special meetings in May and June to discuss the organization and operation of the Board. The Trustees considered three options:

1. Create a Library District (Autonomous),
2. Formalize role as Trustees (Semi-Autonomous),
3. Re-form as an advisory committee.

After thorough discussion, the Trustees recommend that their roles as a Board of Trustees be formalized in accordance with City Municipal Code and State Laws

STAFF RECOMMENDATION

Staff recommends the City Council:

1. Adopt an ordinance to formalize the role of the Library Board of Trustees as a semi-autonomous organization;
2. Include a conflict of interest clause which would preclude any Trustees from concurrently serving on other Boards or Commissions with whom funding is regularly exchanged; and
3. Increase the term of trustees from three to four year terms.

BACKGROUND

The Sierra Madre Library Association was founded in August of 1886. They formed a corporation under the laws of the State of California and there were 7 Directors on the Board at that time. The term for the corporation was 50 years.

The Bylaws of the organization were amended in 1919 changing the number of Directors to 5, and in November, 1933, the Sierra Madre Library Corporation drew up new Articles to replace the Sierra Madre Library Association. It is stated in the document that the said corporation shall have perpetual life.

DISCUSSION

The State of California dictates that the roles and responsibilities of the Library Board of Trustees include the following:

1. Provide an annual report to City and State,
2. Establish Library Policy,
3. Set Library Hours and Days of Operations,
4. Establish Personnel Policy,
5. Appoint/Fire Personnel,
6. Responsible for Human Resources,
7. Establish the Library Budget, and
8. Approve Warrants for Payment.

As a practice, the Library Board of Trustees have been acting as an advisory body with regards to their powers provided in the City Code. As an example, the Library Board of Trustees routinely approve warrants as part of their normal business process, however, these warrants have often already been approved by the City Council and a denial of the warrants or specific purchases by the Trustees would not stop accounts payable from processing payment.

The Trustees, along with the City Librarian, currently fulfill the obligations of the first two responsibilities, and would recommend taking responsibility for item three, seven and eight. In keeping with the recommendation of City Manager Engeland, we would advise that all personnel policies, appointment and firing of staff, and human resources remain the responsibility of the City of Sierra Madre.

The following chart enumerates the proposed responsibility of the Library Board of Trustees and Council:

	Trustees	Council
Provide an annual report to City and State	X	
Establish Library Policy	X	
Set Library Hours and Days of Operations	X	
Establish Personnel Policy		X
Appoint/Fire Personnel		X
Responsible for Human Resources		X
Establish the Library Budget	X	
Approve Library’s Annual Budget		X
Approve Warrants for Payment	X	

Due, in part, to the unprecedented pandemic the Board wishes to formally extend their terms of service for one year and adopt a City Ordinance to formalize the Board of Trustee terms at four years instead of three. This is commensurate with other City Committees and Commissions, and would enable the Board to provide continuity and accountability in our efforts of completing our current goals.

Finally, we recommend that the Trustees should not be allowed to concurrently serve on the Friends of the Sierra Madre Library Board, or the Board of the Library Foundation, or any other board where funds are regularly exchanged or provided between organizations.

May 2020 COVID-19 Programs

Storytime Videos, Challenges, Crafts, Riddles, and Hula Videos:

Skanska Construction Company reading "Goodnight, Goodnight Construction Site"

Saturday Riddle with Emoji Titles

Super Summer Unicorn Post

Librarian Leila reads "My Big Dumb Invisible Dragon"

Bleats & Books: "Through with the Zoo" with goats

StuckAtHomeScience Experiment with Librarian Leila

Librarian Debbie reads "I Can Only Draw Worms"

Try It Tuesdays with Doreen: Tropical Fruit Decorations

First Responders Community Hunt + Librarian Leila reads "Little Smokey"

Miss Kim's "Slow and Fast" dance

Librarian Leila reads "King Baby"

Saturday riddle

Police Chief Armalin reading "The Monster at the End of this Book"

Community Hunt and Buck-Buck-Bucks and Books: "Grumpy Duck"

At-Home Experiment: "Ink Anatomy"

Miss Julie reading "One Hug"

Try It Tuesdays with Doreen: Newspaper Bows

Barnyard Hunt / Librarian Leila reads "Pass It On"

Aloha Fridays: Kalakaua

Ms. Kim reads "Big Frog"

Librarian Debbie reads "Pig Kahuna"

Saturday Riddle

BookFace Friday Event

Ms. Kim reads "Be You!"

Barks & Books: "Just You and Me"

StuckAtHomeScience Experiment with Librarian Leila: "Snake Charmer"

Librarian Leila reads "How to be a Viking"

Try It Tuesdays with Doreen: Table Decoration

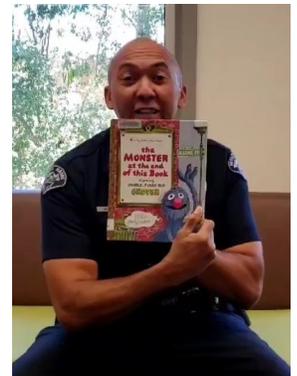
Ms. Kim reads "Walk On"

Mr. Williamson from The Gooden School reading "Boats on the River"

Aloha Fridays: Kawelu

Librarian Leila & Nene read "Barnyard Dance!"

Ms. Kim reads "Little Snappers Splish Splash Pop-up Fun"



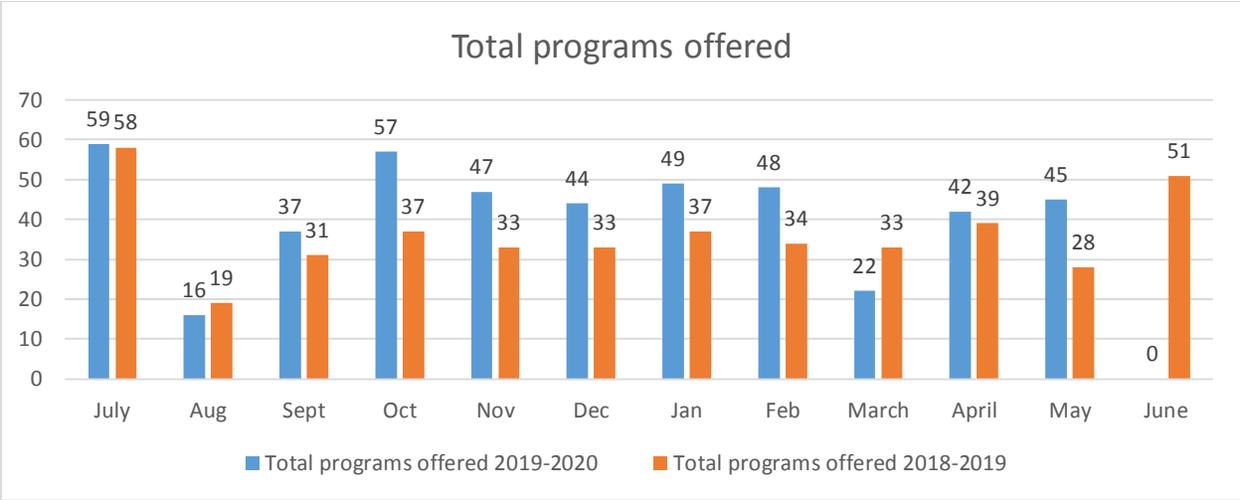
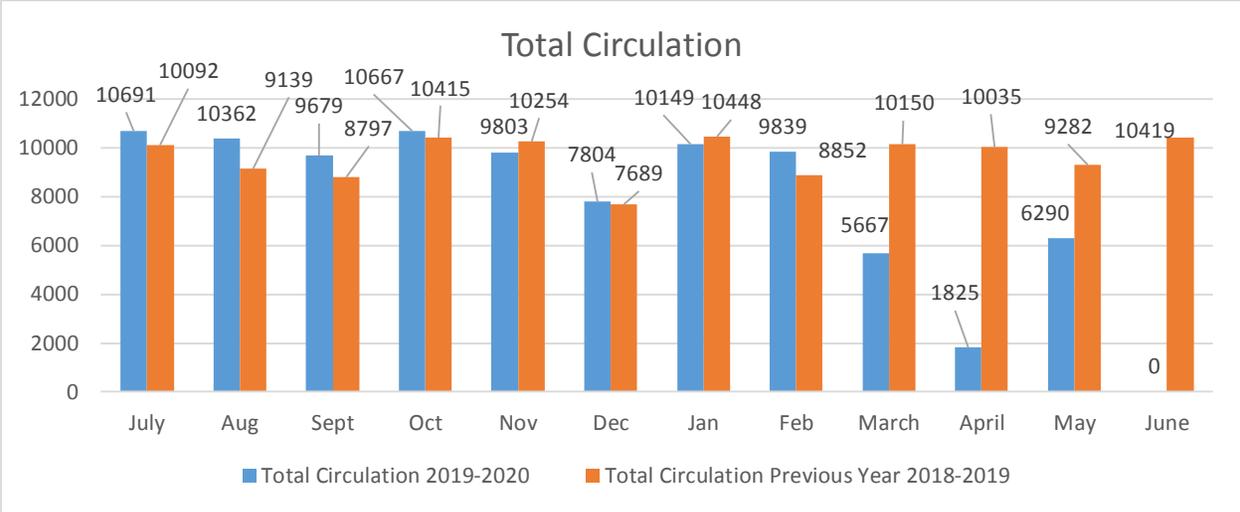
Map Challenges:

Barnyard Hunt Map

Sidewalk Chalk Obstacle Challenges Map



May 2020 Library Statistics



Memorandum of Understanding for the Management and Disbursement of the Robert Day Trust

This Memorandum of Understanding (MOU) is made and entered by and among the City of Sierra Madre (Sierra Madre), a California municipal corporation, and the Sierra Madre Library Foundation (Foundation), a California public benefit corporation exempt from taxation pursuant to Section 501(c)(3) of the Internal Revenue Code and Section 23701d of the California Revenue and Taxation Code, each a "Party" and, collectively, the "Parties."

WHEREAS, two long-time residents of Sierra Madre, Robert A. Day and Robert S. Day, recently became deceased; and

WHEREAS, they established a charitable remainder trust known as the Robert A. Day Fund (Trust), which designated gifts to a Charitable Organization to support the Sierra Madre Public Library (Library); and

WHEREAS, Sierra Madre has received funds from the Trust totaling \$_____; and

WHEREAS, the Foundation is a charitable organization established to accept, manage, and disburse funds to support the Public Library of the City of Sierra Madre; and

WHEREAS, prudent investment and management of the bequest will provide substantially greater long-term benefit to the Library by increasing principal and extending the period of annual distributions; and

WHEREAS, the Foundation is prepared to establish a restricted endowment fund in the name of Robert A. Day, secure professional financial management assistance, and otherwise take responsibility for managing these funds and making annual distributions to the library;

NOW, THEREFORE, incorporating the above recitals herein and exhibit attached, it is mutually understood and agreed by the Parties as follows:

1. PURPOSE. This MOU is entered into by and among the Parties to facilitate a cooperative and ongoing working relationship to comply with the testamentary wishes of Robert A. Day and Robert S. Day. This MOU is not intended to form a new legal entity.

2. ROLES AND RESPONSIBILITIES OF THE PARTIES

Each Party covenants that it has the authority to perform the activities required to accomplish the purposes of this MOU, and will cooperate to implement the following activities and other activities consistent with this MOU.

2.1 Sierra Madre shall transfer all funds currently held to the Foundation's designated bank account, pursuant to wire instructions provide by the Foundation.

2.2 Sierra Madre shall establish an internal monitoring system and designate staff responsible for requesting and receiving information from the Foundation regarding the Robert A. Day Fund, including, but no limited to, specific requests to fund library programs and operations.

2.3 The Foundation shall secure the services of licensed fiduciary to invest the majority of the funds in one or more pooled investment accounts, and reserve a minimum of \$25,000 in cash or equivalents in order to satisfy the annual distribution requirement set forth in the Trust.

2.4 The Foundation shall provide the Sierra Madre Library Board of Trustees, the City Manager, and any other person designated by Sierra Made with copies of financial statements received from the fiduciary on a quarterly basis

2.5 Upon request from either Party, the Parties agree that their respective Boards shall, after adequate public notice as prescribed in the California Government Code, meet to discuss and review the implementation of this MOU.

3. FUNDING. Each Party shall bear its own costs.

4. TERM. This MOU shall become effective upon each Party's execution and shall terminate upon the final distribution of funds from the Trust or the dissolution of the Trust by operation of law. The Parties may terminate this MOU sooner by unanimous written consent.

5. AMENDMENTS AND WAIVER. No amendment or waiver of any provision of this MOU shall be effective unless in writing and signed by each Party, and then such waiver or consent shall be effective only in the specific instances and for the specific purpose given.

6. NO LIABILITY. No Party, nor any board, director, officer, or representative of a Party, shall be responsible for any damage or liability occurring by reason of any other Party's performance or non-performance of its obligations under this MOU.

7. NOTICES. All notices and other communications given under the terms of this MOU must be in writing and served personally or by certified U.S. mail. Any such notice shall be addressed to the Parties as set forth as follows or to such other address as the Parties may hereafter designate by written notice. The date of receipt of the notice shall be the date of actual personal service or three days after the postmark on certified mail.

City of Sierra Madre

City Manager
City of Sierra Madre
232 West Sierra Madre Boulevard
Sierra Madre, CA 91024

Sierra Madre Library Foundation

Chair
Sierra Madre Library Foundation
P.O. Box 563
Sierra Madre, CA 91025

8. RELATIONSHIP OF PARTIES. The Parties shall remain at all times as to each other, wholly independent entities. No Party shall have the authority to incur any debt, obligation, or liability on behalf of another Party unless expressly provided by written agreement of the Parties. No employee, agent, or officer of a Party shall be deemed for any purpose whatsoever to be an agent, employee or officer of another Party.

9. GOVERNING LAW. This MOU shall be interpreted, construed, and governed according to the laws of the State of California without regard to conflict of law principles.

10. VENUE. Any suit, action, or proceeding brought under the scope of this MOU shall be filed in the County of Los Angeles, State of California. The foregoing, however, shall not limit any Party's right to seek a change of venue under applicable law.

11. NO ATTORNEYS' FEES. The Parties agree that, in any action to enforce the terms of this MOU, each Party shall bear its own attorneys' fees and costs.

12. JOINTLY DRAFTED. Each Party acknowledges that it was represented by its legal counsel during the negotiation and execution of this MOU, and that it has had a full and fair opportunity to review and revise the terms of this MOU. Each Party further agrees that this MOU has been jointly drafted, and that no term contained herein shall be construed against or in favor of another Party.

13. SEVERABILITY. If one or more of the provisions contained in this MOU are invalid, illegal, or unenforceable in any respect, the validity, legality, and enforceability of the remaining provisions shall not be affected or impaired in any manner.

14. HEADINGS. Section headings in this MOU are included for convenience of reference only and shall not be given any substantive effect.

15. ENTIRE AGREEMENT. This MOU constitutes the entire understanding of the Parties with respect to the subject matter hereof and supersedes all prior or contemporaneous agreements, whether written or oral, with respect thereto.

16. COUNTERPART EXECUTION. This Agreement may be executed in counterparts and each executed counterpart shall be effective as the original.

17. NO THIRD PARTY BENEFICIARIES. This MOU is not intended, and will not be construed, to confer a benefit or create any right on a third party or the power or right to bring an action to enforce any of its terms.

IN WITNESS WHEREOF, each Party hereby has caused this MOU to be executed as of the date and year written below:

CITY OF SIERRA MADRE

By: _____

Mayor

Date: _____

SIERRA MADRE LIBRARY FOUNDATION

By: _____

Chair

Date: _____