

**LOS ANGELES PUBLIC LIBRARY
BOARD REPORT**

December 14, 2023

TO: Board of Library Commissioners

FROM: John F. Szabo, City Librarian

SUBJECT: **APPROVAL OF THE GIFT AGREEMENT WITH THE OWNERS OF ANGEL CITY PRESS, INC. FOR THE MANAGEMENT AND OPERATION OF THE LIBRARY'S "ANGEL CITY PRESS AT LOS ANGELES PUBLIC LIBRARY" ("ACP AT LAPL") AND RELATED CONTRACTS AND ACCOUNTING TRANSACTIONS**

A. RECOMMENDATIONS:

That the Board of Library Commissioners (Board):

1. Approve the Gift Agreement, substantially in the form on file in the Board Office, Attachment A, with the owners of Angel City Press, Inc., (ACP), to donate and transfer the rights and obligations of ACP to the Library.
2. Award a contract, substantially in the form on file in the Board Office, Attachment B, with Blackwood Books LLC, for the management and operation of the ACP publishing operation, to be renamed as the Library's Angel City Press at Los Angeles Public Library ("ACP at LAPL").
3. Award a contract, substantially in form on file in the Board Office, Attachment C, with Gibbs M. Smith, Inc., for the distribution of "ACP at LAPL" materials.
4. Award agreements with 86 authors, substantially in the form on file in the Board Office, Attachment D, for the exclusive license in the copyright of the authors' works.
5. Find, in accordance with Charter Sections 371(e)(2) and 371(e)(10), and Los Angeles Administrative Code Sections 10.15(a)(2) and 10.15(a)(10), that the use of immediate competitive bidding would be impractical due to the nature of the professional and special services required and the Library requires the immediate services of experienced and knowledgeable persons for the management of a publishing operation and the printing and distribution of such materials.

6. Find, in accordance with Charter Section 1022, that the services to be provided are professional, expert, and technical services, and that it is more feasible to have this work performed by independent contractors than by City employees.
7. Authorize the City Librarian and the City Attorney to make any technical and clerical changes, if needed, to the gift agreement, the two contracts, and the 86 author agreements.
8. Authorize the Board President and the Board Secretary to execute the gift agreement, the two contracts, and the 86 author agreements upon the completion of all required approvals.
9. Authorize the Chief Accounting Employee to create Sub-Account 372 in Fund 831 to deposit and expend funds related to the operation and management of the Library's "ACP at LAPL" publishing operation.
10. Authorize the Chief Accounting Employee to transfer the amount of \$300,000 from Fund 300 Account 1010 to Fund 831 Sub-Account 372.
11. Authorize the Chief Accounting Employee to advance Blackwood Books LLC, upon commencement of its contract, the amount of \$120,000 from Fund 831 Sub-Account 372, for expenditures necessary to continue the operation and management of the Library's "ACP at LAPL" publishing operation.
12. Adopt the attached Resolution regarding the gift agreement with the owners of ACP; the award and execution of the contract between the Library and Blackwood Books LLC, for the management and operation of the Library's "ACP at LAPL" publishing operation; the award and execution of the contract between the Library and Gibbs M. Smith, Inc., for the distribution of "ACP at LAPL" materials; the award and execution of amended versions of the 86 author agreements enclosed in Attachment D of this report, for the exclusive license in the copyright of the authors' works; the approval to create Sub-Account 372 in Fund 831 to deposit and expend funds related to the Library's "ACP at LAPL" publishing operation; to transfer the amount of \$300,000 from Fund 300 Account 1010 to Fund 831 Sub-Account 372; and, to advance the amount of \$120,000 from Fund 831 Sub-Account 372 to Blackwood Books LLC.

B. BACKGROUND:

1. Since 1992, ACP has engaged more than 100 Southern California authors and produced more than 135 non-fiction books that celebrate the quintessential qualities of the L.A. region.
2. When ACP founders Scott McAuley and Paddy Calistro contemplated retirement and sought a new home for ACP, they approached LAPL with an offer to donate the fully operational book publishing operation to the Library. LAPL recognizes this unique opportunity to continue and expand ACP's vital role in telling the stories of L.A. that have captivated people the world over.
3. ACP and LAPL have enjoyed a decades-long relationship. ACP has published books inspired by the Library's holdings, including its special collections of sheet music (*Songs in the Key of Los Angeles*), menus (*To Live and Dine in L.A.*) and autographs (*The Autograph Book of L.A.*), as well as a volume about the historic Central Library (*Los Angeles Central Library: A History of Its Art and Architecture*). Dozens of ACP volumes are illustrated with images from the Library's extensive collection of 3.5 million historic photographs.
4. Bringing Angel City Press to the Library is a natural extension of LAPL's mission to amplify the voices of local authors, celebrate their work, and preserve the stories of Los Angeles and southern California.
5. The acquisition benefits both writers and readers. It helps ensure that ACP will continue its vital role in helping local writers create books that explore all that is quintessentially Los Angeles, and it provides readers with books that celebrate and deepen their understanding of the people, places and ideas that shape their city.
6. LAPL is committed to continuing the legacy of ACP with new books it publishes, as well as extending the reach of titles locally, nationally and internationally.
7. LAPL's commitment to a seamless transition means that it will continue books currently in production and will maintain ACP's backstock of titles and working relationships with Los Angeles-based authors.

C. FINDINGS:

1. The owners of ACP wish to irrevocably and unconditionally donate and transfer to the Library the right and obligations to the donated assets and assumed liabilities, subject to the terms and conditions of the Gift Agreement. The gift is a publishing operation and materials related to the art, history, and culture of Southern California, particularly of Los Angeles.
2. Library staff requests that the Board approve the Gift Agreement. Upon execution of the Gift Agreement, the Library will rename the gift entity "Angel City Press at Los Angeles Public Library" ("ACP at LAPL"). This gift will allow the Library to further its mission to provide free and easy access to information, ideas, books, and technology that enrich, educate and empower every individual in our City's diverse communities by providing books from the Angel City Press catalog and by publishing books that enrich and educate individuals on the art, history, and culture of Southern California.
3. Library staff also requests that the board approve the proposed contract with Ms. Theresa Accomazzo, the manager and sole member of Blackwood Books LLC, so she may be retained by the Library to oversee day-to-day management and operation of the Library's "ACP at LAPL" publishing operation. Ms. Accomazzo has served as an independent contractor at ACP as its lone manager/editor since August 2018 and possesses the comprehensive knowledge about the operation that no other person has.
4. Ms. Accomazzo will manage the Library's "ACP at LAPL" website, review submissions, assist in the preparation and publication of materials, obtain ISBN and copyright registration, coordinate activities regarding the distribution and printing organizations, develop and coordinate marketing activities, maintain an accounting of all funds received and distributed, and act as liaison with the authors and their representatives.
5. The term of the contract with Blackwood Books LLC, will be for three years in an amount not to exceed \$700,000 per fiscal year (July 1-June 30).
6. Library staff also requests that the Board approve the proposed contract with Gibbs M. Smith, Inc., to provide distribution for "ACP at LAPL" materials. Their current relationship with ACP provides the knowledge of the business needs, including printing and distribution of materials, to ensure a successful transition.

7. The term of the contract with Gibbs M. Smith, Inc., will be for three years in an amount not to exceed \$200,000 per fiscal year (July 1-June 30).
8. Library staff also requests that the Board approve amended versions of the 86 author agreements enclosed in Attachment B of this report, for the exclusive license in the copyright of the authors' works. The author agreements allow the Library the exclusive right to print, publish, distribute and/or sell all editions of literary work throughout the world, including the rights for derivative works. The author agreements also provide the Library the right to permit others to print, publish, distribute and/or sell the literary works and derivative works. In addition, under the author agreements, the authors retain the copyright to their intellectual property.
9. The gift agreement, the two contracts, and the 86 author agreements have been reviewed by the City Attorney and are ready to be transmitted for processing.
10. Library staff also requests authority to create Sub-Account 372 in Fund 831 to deposit funds and expend funds related to the operation and management of the Library's "ACP at LAPL" publishing operation.
11. Library staff also requests authority to transfer funds in the amount of \$300,000 from the Library's Fund 300 Account 1010 to Fund 831 Sub-Account 372 to compensate Blackwood Books LLC, for services in accordance with the contract.
12. Library staff also requests authority to advance Blackwood Books LLC, funds in the amount of \$120,000 from Fund 831 Sub-Account 372 to ensure a successful transition from ACP to the Library's "ACP at LAPL". Funds will be used for expenditures necessary to continue the development of the existing publications and in advance of incurring expenses.
13. The Gift Agreement includes reimbursements to the proprietors of Angel City Press for the cost and expenses for services related to books or author agreements published after May 1, 2023 and the business transactions entered into for the continued viability of the business until the closing date.

Attachments

Prepared by: Claudia Aguilar, Senior Management Analyst
Robert Morales, Senior Management Analyst (Retired)

Reviewed by: Madeleine M. Rackley, Library Business Manager
Susan Broman, Assistant City Librarian

RESOLUTION

December 14, 2023

LIBRARY RESOLUTION NO. 2023-__ (C-__)

WHEREAS, the owners of Angel City Press, Inc. (ACP) wish to irrevocably and unconditionally donate and transfer to the Library the right and obligations to the donated assets and assumed liabilities, subject to the terms and conditions of the Gift Agreement. The gift is a publishing operation and materials related to the art, history, and culture of Southern California, particularly of Los Angeles;

WHEREAS, on December 14, 2023, the Board of Library Commissioners (Board) approved a Gift Agreement to accept the ACP publishing operation and materials related to the art, history, and culture of Southern California, particularly of Los Angeles;

WHEREAS, on December 14, 2023, the Board approved a contract with Blackwood Books, LLC, to manage and operate ACP, renamed as the Library's "ACP at LAPL" publishing operation;

WHEREAS, on December 14, 2023, the Board approved a contract with Gibbs M. Smith, Inc., to provide printing services and distribution for "ACP at LAPL" materials;

WHEREAS, on December 14, 2023, the Board approved the transfer and amendment of the 86 author agreements, enclosed in Attachment D of the City Librarian's Board Report, to the Library for the exclusive license in the copyright of the authors' works;

WHEREAS, on December 14, 2023, the Board authorized Library staff to create Sub-Account 372 | Fund 831 to deposit and expend funds related to the operation and management of the Library's "ACP at LAPL" publishing operation;

WHEREAS, on December 14, 2023, the Board authorized Library staff to transfer the amount of \$300,000 from the Library's Fund 300 Account 1010 to Fund 831 Sub-Account 372 to compensate Blackwood Books, LLC, for services in accordance with the contract; and

WHEREAS, on December 14, 2023, the Board authorized Library staff to advance Blackwood Books, LLC, funds in the amount of \$120,000 from Fund 831 Sub-Account 372, upon commencement of its contract, to ensure a successful transition from ACP to the Library's "ACP at LAPL".

THEREFORE, BE IT RESOLVED, that the Board adopts the recommendations and findings of the City Librarian's Board Report, including the approval of the gift agreement with the owners of ACP; the award and execution of the contract between the Library and Blackwood Books LLC, for the management and operation of the Library's "ACP at LAPL" publishing operation; the award and execution of the contract between the Library and Gibbs M. Smith, Inc., for the printing and distribution of "ACP at LAPL" materials; the award and execution of amended versions of the 86 author agreements enclosed in Attachment D of this report, for the exclusive license in the copyright of the authors' works; the approval to create sub-account 372 in Fund 831 to deposit and expend funds related to the Library's "ACP at LAPL" publishing operation; to transfer the amount of \$300,000 from Fund 300 Account 1010 to Fund 831 Sub-account 372; and, to advance the amount of \$120,000 from Fund 831 Sub-Account 372 to Blackwood Books LLC; and

FURTHER RESOLVED, that the Board hereby authorizes the City Librarian and the City Attorney to make technical and clerical corrections, if needed, to the gift agreement, the two contracts, and the 86 amended author agreements.

This is a true copy:

Raquel M. Borden
Secretary to the Board

Adopted by the following votes:

AYES:
NOES:
ABSENT: