

ALAMEDA PUBLIC IMPROVEMENT CORPORATION RESOLUTION NO. _____

ACKNOWLEDGING THAT THE ALAMEDA PUBLIC IMPROVEMENT CORPORATION HAS COMPLETED ITS PURPOSE, HAS NO OUTSTANDING DEBT, ASSETS OR LIABILITIES, AND THAT THE BOARD OF DIRECTORS DETERMINES TO DISSOLVE THE CORPORATION

WHEREAS, the Alameda Public Improvement Corporation (the "Corporation") was formed on February 1, 1988, by the City of Alameda (the "City") for the purpose of assisting the City in connection with various City lease financings for public improvements and facilities for the use and benefit of the public, and the only activities of the Corporation since its inception have been to assist the City in connection with such City financings; and

WHEREAS, in connection with each financing in which the Corporation has been involved, the Corporation has always irrevocably and concurrently with the closing for each financing assigned all of its right, title and interest in any revenues or assets it may have obtained to the respective trustee for the financing in full satisfaction of its obligations in respect of the financing transaction, so that the Corporation has never held any assets, and any liabilities it may have incurred relative to any financing were immediately satisfied upon the assignment of the related revenues and assets to the trustee for the financing; and

WHEREAS, on October 16, 2013, the City caused to be delivered Certificates of Participation (2013 Financing Project) evidencing interests in certain lease payments to be made by the City to the City of Alameda Financing Authority, proceeds of which were used to refinance certain 2002 Certificates of Participation (City Hall Refinancing Project), and in connection therewith the City, The Bank of New York Mellon Trust Company, N.A., as trustee for the 2002 Certificates of Participation, and the Corporation entered into a Termination Agreement, dated as of October 1, 2013 (the "Termination Agreement"), terminating the documents relating to the 2002 Certificates; and

WHEREAS, upon the completion of the refinancing of the 2002 Certificates and the execution and delivery of the Termination Agreement all contracts to which the Corporation was a party had been fully performed and were no longer outstanding, the Corporation had completed its purpose, the Corporation had no outstanding debt, assets or liabilities, and the Corporation continues to have no outstanding debt, assets or liabilities; and

WHEREAS, the Board of Directors has now determined to dissolve the Corporation in order to not incur any further costs or expenses related to the Corporation and its administration.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Alameda Public Improvement Corporation that:

1. The Board of Directors hereby finds and determines that the foregoing recitals are true and correct.

2. The Board of Directors hereby authorizes the dissolution of the Corporation.

3. The Board of Directors hereby authorizes the law firm of Quint & Thimmig LLP, acting in the capacity as Special Counsel to the Corporation, to file any necessary or appropriate forms, tax returns and documentation with the California Secretary of State, the California Attorney General's Office, the California Franchise Tax Board, and the Internal Revenue Service as necessary to effectuate the dissolution of the Corporation. Such forms shall include, without limitation, a Nonprofit Certificate of Dissolution (Form DISS NP), a draft of which is attached as Exhibit A to this Resolution (the "Dissolution Certificate").

4. Each member of the Board of Directors is hereby authorized and directed to execute the Dissolution Certificate and the Secretary is hereby directed to deliver the fully executed Dissolution Certificate to Special Counsel for filing by Special Counsel with the appropriate State of California agencies.

5. The Board of Directors hereby authorizes the Finance Director of the City of Alameda, in her capacity as Treasurer of the Corporation, and the City Clerk of the City of Alameda, in her capacity as Secretary of the Corporation, and all other officers of the Corporation to do any and all things and execute and deliver any and all documents which they may deem necessary or advisable in order to consummate, carry out, give effect to and comply with the intent of this Resolution and to otherwise complete the dissolution of the Corporation. Any actions heretofore taken by such person in furtherance of any of the actions authorized herein are hereby ratified, confirmed and approved.

6. This Resolution shall take effect upon its adoption by the Board of Directors.

EXHIBIT A

	Secretary of State Nonprofit Certificate of Dissolution (California Nonprofit Corporation ONLY)	DISS NP																		
IMPORTANT — Read Instructions before completing this form. There is No Fee for filing a Nonprofit Certificate of Dissolution Copy Fees — First page \$1.00; each attachment page \$0.50; Certification Fee - \$5.00 plus copy fees Attorney General Letter: All nonprofit public benefit and religious nonprofit corporations are required to get a letter from the California Attorney General's office waiving objections to the nonprofit corporation's distribution of assets, or confirming the nonprofit corporation has no assets. If your corporation is a public benefit or religious corporation, you must attach that letter to this Nonprofit Certificate of Dissolution (see instructions).																				
1. Corporate Name (Enter the exact name of the nonprofit corporation as it is recorded with the California Secretary of State.) ALAMEDA PUBLIC IMPROVEMENT CORPORATION		This Space For Office Use Only 2. 7-Digit Secretary of State File Number C1500985																		
3. Election ☒ The dissolution was made by a vote of ALL of the members, or if there are no members, by a vote of ALL of the directors of the California nonprofit corporation. Note: If the above box is not checked, a Nonprofit Certificate of Election to Wind Up and Dissolve (Form ELEC NP) must be filed prior to or together with this Nonprofit Certificate of Dissolution. (California Corporations Code sections 6611, 8611, 9680 and 12631.)																				
4. Debts and Liabilities (Check the applicable statement. Only one box may be checked. If second box is checked, you must include the required information in an attachment.) ☐ The known debts and liabilities have been actually paid or paid as far as its assets permitted. ☐ The known debts and liabilities have been adequately provided for in full or as far as its assets permitted by their assumption. Included in the attachment to this certificate, incorporated herein by this reference, is a description of the provisions made and the name and address of the person, corporation or government agency that has assumed or guaranteed the payment, or the depository institution with which deposit has been made. ☒ The nonprofit corporation never incurred any known debts or liabilities.																				
5. Required Statements (Do not alter the Required Statements – ALL must be true to file Form DISS NP.) a. The nonprofit corporation has been completely wound up and is dissolved. b. All final returns required under the California Revenue and Taxation Code have been or will be filed with the California Franchise Tax Board. c. For Mutual Benefit or General Cooperative Corporations ONLY: The known assets have been distributed to the persons entitled thereto or the nonprofit corporation acquired no known assets.																				
6. Read, Verify, Date and Sign Below (See Instructions for signature requirements. Do not use a computer generated signature.) The undersigned is the sole director or a majority of the directors now in office. I declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge. <table style="width: 100%; margin-top: 10px;"> <tr> <td style="width: 20%; border-bottom: 1px solid black;">Date</td> <td style="width: 30%; border-bottom: 1px solid black;">Signature</td> <td style="width: 50%; border-bottom: 1px solid black;">Trish Herrera Spencer</td> </tr> <tr> <td></td> <td></td> <td>Type or Print Name</td> </tr> <tr> <td style="border-bottom: 1px solid black;">Date</td> <td style="border-bottom: 1px solid black;">Signature</td> <td style="border-bottom: 1px solid black;">Malia Vella</td> </tr> <tr> <td></td> <td></td> <td>Type or Print Name</td> </tr> <tr> <td style="border-bottom: 1px solid black;">Date</td> <td style="border-bottom: 1px solid black;">Signature</td> <td style="border-bottom: 1px solid black;">Marilyn Ezzy Ashcraft</td> </tr> <tr> <td></td> <td></td> <td>Type or Print Name</td> </tr> </table>			Date	Signature	Trish Herrera Spencer			Type or Print Name	Date	Signature	Malia Vella			Type or Print Name	Date	Signature	Marilyn Ezzy Ashcraft			Type or Print Name
Date	Signature	Trish Herrera Spencer																		
		Type or Print Name																		
Date	Signature	Malia Vella																		
		Type or Print Name																		
Date	Signature	Marilyn Ezzy Ashcraft																		
		Type or Print Name																		

Attachment to the
Nonprofit Certificate of Dissolution (Form DISS NP)
for the Alameda Public Improvement Corporation;
Secretary of State File Number C1500985

I declare under penalty of perjury under the laws of the State of California that the matters set forth in the attached Secretary of State Nonprofit Certificate of Dissolution are true and correct of my own knowledge.

_____ Date	_____ Signature	_____ Frank Matarrese Type or Print Name
_____ Date	_____ Signature	_____ Jim Oddie Type or Print Name

* * * * *

I, the undersigned, hereby certify that the foregoing Resolution was duly and regularly adopted and passed by the Board of Directors of the Alameda Public Improvement Corporation in a special meeting assembled on the 4th day of September, 2018, by the following vote to wit:

AYES:

NOES:

ABSENT:

ABSTENTIONS:

IN WITNESS, WHEREOF, I have hereunto set my hand and affixed the seal of said City this 5th day of September, 2018.

By: _____
Lara Weisiger, City Clerk
of the City of Alameda,
in her capacity as Secretary of the
Alameda Public Improvement
Corporation

Approved as to Form:

Janet C. Kern, City Attorney
City of Alameda