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**Agenda - Final**

**Thursday, December 1, 2022**

**10:00 AM**

To give written or live public comment, please see the top of page 4

**Crenshaw Project Corporation**

*Ara J. Najarian, Chair  
Jacquelyn Dupont-Walker, 1st Vice Chair  
Janice Hahn, 2nd Vice Chair  
Kathryn Barger  
Mike Bonin  
James Butts  
Fernando Dutra  
Eric Garcetti  
Paul Krekorian  
Sheila Kuehl  
Holly J. Mitchell  
Tim Sandoval  
Hilda Solis  
Gloria Roberts (Interim), non-voting member  
Stephanie Wiggins, Chief Executive Officer*

## **METROPOLITAN TRANSPORTATION AUTHORITY BOARD RULES**

### **(ALSO APPLIES TO BOARD COMMITTEES)**

#### **PUBLIC INPUT**

A member of the public may address the Board on agenda items, before or during the Board or Committee's consideration of the item for one (1) minute per item, or at the discretion of the Chair. A request to address the Board must be submitted electronically using the tablets available in the Board Room lobby. Individuals requesting to speak will be allowed to speak for a total of three (3) minutes per meeting on agenda items in one minute increments per item. For individuals requiring translation service, time allowed will be doubled. The Board shall reserve the right to limit redundant or repetitive comment.

The public may also address the Board on non agenda items within the subject matter jurisdiction of the Board during the public comment period, which will be held at the beginning and/or end of each meeting. Each person will be allowed to speak for one (1) minute during this Public Comment period or at the discretion of the Chair. Speakers will be called according to the order in which their requests are submitted. Elected officials, not their staff or deputies, may be called out of order and prior to the Board's consideration of the relevant item.

Notwithstanding the foregoing, and in accordance with the Brown Act, this agenda does not provide an opportunity for members of the public to address the Board on any Consent Calendar agenda item that has already been considered by a Committee, composed exclusively of members of the Board, at a public meeting wherein all interested members of the public were afforded the opportunity to address the Committee on the item, before or during the Committee's consideration of the item, and which has not been substantially changed since the Committee heard the item.

In accordance with State Law (Brown Act), all matters to be acted on by the MTA Board must be posted at least 72 hours prior to the Board meeting. In case of emergency, or when a subject matter arises subsequent to the posting of the agenda, upon making certain findings, the Board may act on an item that is not on the posted agenda.

**CONDUCT IN THE BOARD ROOM** - The following rules pertain to conduct at Metropolitan Transportation Authority meetings:

**REMOVAL FROM THE BOARD ROOM** The Chair shall order removed from the Board Room any person who commits the following acts with respect to any meeting of the MTA Board:

- a. Disorderly behavior toward the Board or any member of the staff thereof, tending to interrupt the due and orderly course of said meeting.
- b. A breach of the peace, boisterous conduct or violent disturbance, tending to interrupt the due and orderly course of said meeting.
- c. Disobedience of any lawful order of the Chair, which shall include an order to be seated or to refrain from addressing the Board; and
- d. Any other unlawful interference with the due and orderly course of said meeting.

#### **INFORMATION RELATING TO AGENDAS AND ACTIONS OF THE BOARD**

Agendas for the Regular MTA Board meetings are prepared by the Board Secretary and are available prior to the meeting in the MTA Records Management Department and on the Internet. Every meeting of the MTA Board of Directors is recorded and is available at [www.metro.net](http://www.metro.net) or on CD's and as MP3's for a nominal charge.

## DISCLOSURE OF CONTRIBUTIONS

The State Political Reform Act (Government Code Section 84308) requires that a party to a proceeding before an agency involving a license, permit, or other entitlement for use, including all contracts (other than competitively bid, labor, or personal employment contracts), shall disclose on the record of the proceeding any contributions in an amount of more than \$250 made within the preceding 12 months by the party, or his or her agent, to any officer of the agency, additionally PUC Code Sec. 130051.20 requires that no member accept a contribution of over ten dollars (\$10) in value or amount from a construction company, engineering firm, consultant, legal firm, or any company, vendor, or business entity that has contracted with the authority in the preceding four years. Persons required to make this disclosure shall do so by filling out a "Disclosure of Contribution" form which is available at the LACMTA Board and Committee Meetings. Failure to comply with this requirement may result in the assessment of civil or criminal penalties.

## ADA REQUIREMENTS

Upon request, sign language interpretation, materials in alternative formats and other accommodations are available to the public for MTA-sponsored meetings and events. All requests for reasonable accommodations must be made at least three working days (72 hours) in advance of the scheduled meeting date. Please telephone (213) 922-4600 between 8 a.m. and 5 p.m., Monday through Friday. Our TDD line is (800) 252-9040.

## LIMITED ENGLISH PROFICIENCY

A Spanish language interpreter is available at all Committee and Board Meetings. All other languages must be requested 72 hours in advance of the meeting by calling (213) 922-4600 or (323) 466-3876. Live Public Comment Instructions can also be translated if requested 72 hours in advance.



**323.466.3876**

x2 *Español (Spanish)*

x3 *中文 (Chinese)*

x4 *한국어 (Korean)*

x5 *Tiếng Việt (Vietnamese)*

x6 *日本語 (Japanese)*

x7 *русский (Russian)*

x8 *Հայերէն (Armenian)*

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Copies of Agendas/Record of Board Action/Recordings of Meetings - (213) 922-4880 (Records Management Department)

General Information/Rules of the Board - (213) 922-4600

Internet Access to Agendas - [www.metro.net](http://www.metro.net)

TDD line (800) 252-9040

**NOTE: ACTION MAY BE TAKEN ON ANY ITEM IDENTIFIED ON THE AGENDA**

**Live Public Comment Instructions:**

Live public comment can only be given by telephone.

The Board Meeting begins at 10:00 AM Pacific Time on December 1, 2022; you may join the call 5 minutes prior to the start of the meeting.

Dial-in: 888-251-2949 and enter  
English Access Code: 8231160#  
Spanish Access Code: 4544724#

***Public comment will be taken as the Board takes up each item. To give public comment on an item, enter #2 (pound-two) when prompted. Please note that the live video feed lags about 30 seconds behind the actual meeting. There is no lag on the public comment dial-in line.***

**Instrucciones para comentarios publicos en vivo:**

Los comentarios publicos en vivo solo se pueden dar por telefono.

La Reunion de la Junta comienza a las 10:00 AM, hora del Pacifico, el 1 de Diciembre de 2022. Puedes unirte a la llamada 5 minutos antes del comienso de la junta.

Marque: 888-251-2949 y ingrese el codigo  
Codigo de acceso en ingles: 8231160#  
Codigo de acceso en espanol: 4544724#

***Los comentarios del público se tomaran cuando se toma cada tema. Para dar un comentario público sobre una tema ingrese # 2 (Tecla de numero y dos) cuando se le solicite. Tenga en cuenta que la transmisión de video en vivo se retrasa unos 30 segundos con respecto a la reunión real. No hay retraso en la línea de acceso telefónico para comentarios públicos.***

**Written Public Comment Instruction:**

Written public comments must be received by 5PM the day before the meeting.  
Please include the Item # in your comment and your position of "FOR," "AGAINST," "GENERAL COMMENT," or "ITEM NEEDS MORE CONSIDERATION."  
Email: BoardClerk@metro.net  
Post Office Mail:  
Board Administration  
One Gateway Plaza  
MS: 99-3-1  
Los Angeles, CA 90012

**CALL TO ORDER****ROLL CALL**

1. **SUBJECT: MINUTES OF THE CRENSHAW PROJECT CORPORATION** [2022-0803](#)  
**BOARD MEETING HELD DECEMBER 3, 2020**

**RECOMMENDATION**

APPROVE Minutes of the Crenshaw Project Corporation Board Meeting held December 3, 2020.

**Attachments:** [CPC Minutes - December 3, 2020](#)

2. **SUBJECT: CRENSHAW PROJECT CORPORATION** [2022-0729](#)

**RECOMMENDATION**

ADOPT a Resolution (Attachment A) that authorizes the election to wind up and dissolve the Crenshaw Project Corporation (the "CPC" or "Corporation").

**Attachments:** [Attachment A - Authorizing Resolution](#)  
[Attachment B - State Required Dissolution Certificates](#)

- SUBJECT: GENERAL PUBLIC COMMENT** [2022-0804](#)

RECEIVE General Public Comment

**Adjournment**

Consideration of items not on the posted agenda, including: items to be presented and (if requested) referred to staff; items to be placed on the agenda for action at a future meeting of the Committee or Board; and/or items requiring immediate action because of an emergency situation or where the need to take immediate action came to the attention of the Committee subsequent to the posting of the agenda.



Metro

Los Angeles County  
Metropolitan Transportation  
Authority  
One Gateway Plaza  
3rd Floor Board Room  
Los Angeles, CA

## Board Report

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**File #:** 2022-0803, **File Type:** Minutes

**Agenda Number:** 1.

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### CRENSHAW PROJECT CORPORATION BOARD MEETING DECEMBER 1, 2022

**SUBJECT: MINUTES OF THE CRENSHAW PROJECT CORPORATION BOARD MEETING  
HELD DECEMBER 3, 2020**

#### **RECOMMENDATION**

APPROVE Minutes of the Crenshaw Project Corporation Board Meeting held December 3, 2020.



## **MINUTES**

**Thursday, December 3, 2020**

**10:00 AM**

### **Crenshaw Project Corporation**

#### **DIRECTORS PRESENT:**

**Eric Garcetti, Chair**  
**Hilda L. Solis, 1st Vice Chair**  
**Ara Najarian, 2nd Vice Chair**  
**Kathryn Barger**  
**Mike Bonin**  
**James Butts**  
**Jacquelyn Dupont-Walker**  
**John Fasana**  
**Robert Garcia**  
**Janice Hahn**  
**Sheila Kuehl**  
**Mark Ridley-Thomas**  
**Tony Tavares, non-voting member**  
**Phillip A. Washington, Chief Executive Officer**

**CALLED TO ORDER: 10:04 A.M.**

## ROLL CALL

1. **SUBJECT: MINUTES OF THE CRENSHAW PROJECT CORPORATION 2020-0696  
BOARD MEETING HELD MAY 28, 2020**

APPROVED Minutes of the Crenshaw Project Corporation Meeting held May 28, 2020.

KB	MRT	JF	JDW	MB	EG	HS	AN	RG	JB	PK	JH	SK
Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	A	Y	Y

2. **SUBJECT: FISCAL YEAR BUDGET** **2020-0693**

APPROVED the Fiscal Year 2020-2021 (FY21) budget in the amount of \$28,260.00 for the operation and administration of the Crenshaw Project Corporation (CPC).

KB	MRT	JF	JDW	MB	EG	HS	AN	RG	JB	PK	JH	SK
Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	A	Y	Y

3. **SUBJECT: CRENSHAW PROJECT CORPORATION ANNUAL FINANCIAL REPORT** **2020-0694**

RECEIVED AND FILED the Crenshaw Project Corporation (CPC) **Annual Financial Report for the fiscal year (FY) ended June 30, 2020** (Attachment A).

KB	MRT	JF	JDW	MB	EG	HS	AN	RG	JB	PK	JH	SK
P	P	P	P	P	P	P	P	P	P	A	P	P

\*\*\*\*\*

PK = P. Krekorian	HS = H. Solis	KB = K. Barger	RG = R. Garcia
JF = J. Fasana	JB = J. Butts	JDW = J. Dupont-Walker	
JH = J. Hahn	EG = E. Garcetti	MRT = M. Ridley-Thomas	
MB = M. Bonin	SK = S. Kuehl	AN = A. Najarian	

LEGEND: Y = YES, N = NO, C = HARD CONFLICT, S = SOFT CONFLICT ABS = ABSTAIN, A = ABSENT, P = PRESENT



4. **SUBJECT: TRANSPORTATION INFRASTRUCTURE FINANCE AND 2020-0695  
INNOVATION ACT (TIFIA) LOAN ADMINISTRATION  
ACTIVITIES**

RECEIVED AND FILED status report on Crenshaw Project Corporation (CPC)  
Transportation Infrastructure and Innovation Act (TIFIA) Loan administration  
activities during the calendar year 2020.

KB	MRT	JF	JDW	MB	EG	HS	AN	RG	JB	PK	JH	SK
P	P	P	P	P	P	P	P	P	P	A	P	P

**ADJOURNED AT 10:12 A.M.**

Prepared by: Jessica Vasquez Gamez  
Administrative Analyst, Board Administration

  
Michele Jackson, Board Secretary

###



## Board Report

**File #:** 2022-0729, **File Type:** Resolution

**Agenda Number:**



### Crenshaw Project Corporation

One Gateway Plaza  
Los Angeles, CA 90012

## CRENSHAW PROJECT CORPORATION BOARD MEETING DECEMBER 1, 2022

**SUBJECT: CRENSHAW PROJECT CORPORATION**

**ACTION: APPROVE RECOMMENDATION**

### **RECOMMENDATION**

ADOPT a Resolution (Attachment A) that authorizes the election to wind up and dissolve the Crenshaw Project Corporation (the “CPC” or “Corporation”).

### **ISSUE**

Dissolution of the CPC is necessary at this time as the corporation is no longer needed to provide financial assistance to the Los Angeles County Metropolitan Transportation Authority (the “LACMTA” or “Metro”).

### **BACKGROUND**

The CPC was formed in March 2012 to act as the TIFIA Loan conduit borrower and the Transportation Investment Generating Economic Recovery (TIGER) II TIFIA Payment grant sub-recipient for the Crenshaw/LAX Transit Corridor Project (Crenshaw/LAX Project). The TIFIA loan was secured by Measure R sales tax revenues allocated to the Crenshaw/ LAX Project. USDOT disbursed the maximum total of \$545.9 million in TIFIA loan funds, and all loan disbursements were advanced to Metro to reimburse the agency for eligible Crenshaw/LAX Project expenses. In August 2020, the TIFIA loan was terminated and paid off, in full, by refinancing the debt with Measure R Junior Subordinate Sales Tax Revenue Refunding Bonds, Series 2020-A. The latest Annual Financial Report states that the net position of the CPC as of June 30, 2021, was zero, and there have been no further activities since the full repayment of the TIFIA Loan in August 2020.

### **DISCUSSION**

The attached resolution authorizes the CPC Board to take the appropriate measures and actions to

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wind up and dissolve this Corporation. The steps in the process to wind up and dissolve the Corporation involve having the officers of the Corporation complete the following: i) ratify the filing of the State Form FTB 3555A Request for Tax Clearance and ii) the filing of the Dissolution Waiver of Notice Letter with the California Secretary of State. A majority of the CPC Board (seven directors) will also need to i) execute the Certificate of Dissolution and ii), if necessary, the Certificate of Election to Wind Up and Dissolve (see Attachment B), to be filed with the California Secretary of State and with the office of the California Attorney General.

### **DETERMINATION OF SAFETY IMPACT**

Approval of this item will not impact the safety of Metro's patrons or employees.

### **FINANCIAL IMPACT**

There is no cost associated with the dissolution of the Corporation.

### **EQUITY PLATFORM**

No specific benefits or adverse equity impacts to marginalized communities are anticipated as a result of this action.

### **IMPLEMENTATION OF STRATEGIC PLAN GOALS**

The recommendation supports the following Metro Strategic Plan Goal(s):  
Goal #5: Provide responsive, accountable, and trustworthy governance within the Metro organization.

### **ALTERNATIVES CONSIDERED**

The Board could choose not to wind up and dissolve the CPC. However, the CPC was formed to be the conduit borrower of the Crenshaw/LAX Corridor TIFIA Loan. The loan is paid in full, and CPC can serve no other purpose. This alternative is not recommended.

### **NEXT STEPS**

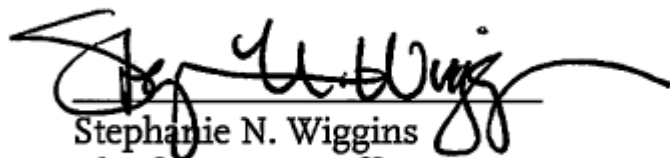
File all documents with the California Secretary of State and with the office of the California Attorney General to dissolve the CPC.

### **ATTACHMENTS**

Attachment A - Authorizing Resolution  
Attachment B - State Required Dissolution Certificates

Prepared by: Rodney Johnson, Deputy Executive Officer, Treasury  
(213) 922-3417  
Biljana Seki, Assistant Treasurer, Treasury (213) 922-2554  
Michael Kim, Debt Manager, Treasury (213) 922-4026

Reviewed by: Nalini Ahuja, Chief Financial Officer, (213) 922-3088



Stephanie N. Wiggins  
Chief Executive Officer

**RESOLUTION NUMBER \_\_\_\_**

**RESOLUTION OF THE BOARD OF DIRECTORS OF THE  
CRENSHAW PROJECT CORPORATION  
ELECTING TO WIND UP AND DISSOLVE THE CORPORATION**

WHEREAS, the Crenshaw Project Corporation (the “Corporation”) was formed on March 23, 2012, to participate in the financing of public purpose projects for the Los Angeles County Metropolitan Transportation Authority (the “LACMTA”);

WHEREAS, the Corporation has heretofore entered into a TIFIA Loan Agreement, dated as of September 28, 2012 (as amended, the “TIFIA Loan Agreement”), with the U.S. Department of Transportation acting by and through the Federal Highway Administrator (the “TIFIA Lender”), for the Crenshaw/LAX Transit Corridor Project;

WHEREAS, the TIFIA Lender has heretofore disbursed to the Corporation the entire amount available to be borrowed under the TIFIA Loan Agreement, being the sum of \$545,900,000 (the “TIFIA Loan”); and

WHEREAS, the TIFIA Loan was paid in full and terminated the TIFIA Loan Agreement using proceeds from the sale of Measure R Junior Subordinate Sales Tax Revenue Refunding Bonds issued by the LACMTA on August 27, 2020; WHEREAS, the Corporation is being dissolved because there is no longer a need for the corporation,

The Board of Directors of the CRENSHAW PROJECT CORPORATION, a California nonprofit public benefit corporation, as authorized by Sections 5211(a) and 6710 of the California Corporations Code, by Section 3.1 of the Bylaws of this Corporation, and by Article V of the Articles of Incorporation of this Corporation, hereby resolve as follows:

**1. ELECTION TO WIND-UP AND DISSOLVE THE CORPORATION**

WHEREAS, the Board of Directors has determined that the Corporation is no longer needed to provide financial assistance to the LACMTA and thus, this Corporation shall be wound up and dissolved.

THEREFORE, IT IS RESOLVED: That the officers and directors of this Corporation are authorized and directed to take appropriate measures to wind up and dissolve this Corporation.

RESOLVED FURTHER: That the officers of this Corporation ratify the filing of the Form FTB 3555A Request for Tax Clearance - Exempt Organizations with the California Secretary of State or equivalent.

RESOLVED FURTHER: That on the commencement of proceedings to wind-up and dissolve the Corporation, the officers of this Corporation are authorized to execute the Certificate of Dissolution, and if necessary, the Certificate of Election to Wind Up and Dissolve and are authorized to cause the filing of such Certificates with the California Secretary of State and with the office of the California Attorney General, pursuant to California Corporations Code, Section 6611.

RESOLVED FURTHER: That on commencement of proceedings to wind-up and dissolve the Corporation, the officers of this Corporation are authorized and directed to prepare

and file such other documents and take any and all such other actions as may be necessary or advisable in connection with the winding up and dissolution of the Corporation.

## 2. PLAN OF LIQUIDATION AND DISTRIBUTION OF ASSETS

WHEREAS, the Corporation currently holds no cash or other assets, and the Corporation has no known debts and liabilities.

THEREFORE, IT IS RESOLVED: That there are no known debts or liabilities of the Corporation to be provided for or paid.

RESOLVED FURTHER: That after complying with the provisions of Sections 6713, 6715 and 6716 of the California Corporations Code, (*i.e.*, securing from the Attorney General a written waiver of objections to the disposition of assets any corporate assets, if any, remaining on hand shall be distributed, in conformity with the provisions of the Articles of Incorporation of this Corporation, to the LACMTA.

RESOLVED FURTHER, That the officers of this Corporation shall cause the filing of the Dissolution Waiver of Notice Letter to the California Secretary of State.

RESOLVED FURTHER: That as this Corporation has no members and no known creditors or claimants, written notice of the commencement of the proceeding for voluntary winding up shall be given to the California Attorney General pursuant to California Corporations Code, Section 6613(c).

RESOLVED FURTHER: That the Chair and Secretary of this Corporation are authorized, empowered, and directed to execute and deliver in the name of and on behalf of the Corporation such deeds, assignments, or other instruments of transfer as may be deemed necessary or proper and, in general, the officers and directors of this Corporation are authorized, empowered, and directed to do any all acts and things necessary to carry out, perform, implement and consummate the above-described distribution and to wind up the corporate affairs and dissolve this Corporation.

[Remainder of Page Intentionally Left Blank]

### 3. AUTHORITY OF OFFICERS; OTHER ACTIONS

RESOLVED: That the Chair and the Secretary of this Corporation, or the designee of either such officer, are each authorized and directed, jointly and severally, on behalf of this Corporation and in its name to do such acts, and to execute, file and deliver such other certificates and documents as they may deem necessary or appropriate to accomplish the intentions of this Resolution, and such actions previously taken by such officers are hereby ratified and confirmed.

The above Resolution is adopted by the consent of the Board of Directors of this Corporation, effective as of \_\_\_\_\_.

ROLL CALL:

Ayes:

Noes:

Abstain:

Absent: APPROVED

, Chair, Crenshaw Project Corporation

, Secretary, Crenshaw Project Corporation



**Secretary of State  
Business Programs Division  
Business Entities**

1500 11th Street, Sacramento, CA 95814  
P.O. Box 944260, Sacramento, CA 94244-2600

## **Submission Cover Sheet**

For faster service, file online at [bizfileOnline.sos.ca.gov](http://bizfileOnline.sos.ca.gov).

### **Instructions:**

- Complete and include this form with your paper submission. **This information only will be used to communicate in writing about the submission, if needed.** This form will be treated as correspondence and will not be made part of the filed document.
- Make all **checks or money orders** payable to the Secretary of State.
- In person submissions (excluding Statements of Information): \$15 handling fee; do not include a \$15 handling fee when submitting documents by mail.
- Standard processing time for submissions to this office is approximately 5 business days from receipt. All submissions are reviewed in the date order of receipt with online submissions given priority. For updated processing time information, visit [www.sos.ca.gov/business/be/processing-dates](http://www.sos.ca.gov/business/be/processing-dates).

### **Optional Copy and Certification Fees:**

- If applicable, include optional certification fees with your submission.
- For applicable certification fee information, refer to the instructions of the specific form you are submitting.

### **Contact Person:** (Please type or print legibly)

First Name: \_\_\_\_\_ Last Name: \_\_\_\_\_

Phone (optional): \_\_\_\_\_

### **Entity Information:** (Please type or print legibly)

Name: \_\_\_\_\_

Entity Number (if applicable): \_\_\_\_\_

Address: \_\_\_\_\_

Comments \_\_\_\_\_





Secretary of State

ELEC NP

**Nonprofit Certificate of Election to Wind Up and Dissolve**

(California Nonprofit Corporation ONLY)

There is **No Fee** for filing a Nonprofit Certificate of Election to Wind Up and Dissolve

**Certification Fee (Optional) – \$5.00**

**This Space For Office Use Only**

**1. Corporate Name** (Enter the exact name of the nonprofit corporation as it is recorded with the California Secretary of State.)

**2. 7-Digit Secretary of State Entity Number**

**3. Election**

(Check the applicable statement. Only **one box** may be checked. If the first box is checked, enter the **number** of members (**do not** enter the percentage of members). Note: This Form ELEC NP is not required when the vote to dissolve was made by **all** of the members, or if the nonprofit corporation has no members, by **all** of the directors, and that fact is noted on the Nonprofit Certificate of Dissolution (Form DISS NP).)

- ☐ The election was made by the vote of \_\_\_\_\_ members of the nonprofit corporation, and representing a majority of the members.
- ☐ The election was made by the board of directors together with the vote of a majority of the members voting on the election to dissolve.
- ☒ The nonprofit corporation has no members; the election was made by the board of directors of the nonprofit corporation

**4. Required Statement** (This Statement is required. Do not alter.)

The nonprofit corporation has elected to wind up and dissolve.

**5. Read, Verify, Date and Sign Below** (Do not use a computer generated signature.)

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 and that I am authorized by California law to sign.

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Type or Print Name

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Type or Print Name

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Type or Print Name



Secretary of State

DISS NP

**Nonprofit Certificate of Dissolution**

(California Nonprofit Corporation ONLY)

There is **No Fee** for filing a Nonprofit Certificate of Dissolution

**Certification Fee (Optional) - \$5.00**

**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

**This Space For Office Use Only**

**1. Corporate Name** (Enter the exact name of the nonprofit corporation as it is recorded with the California Secretary of State.)

**2. 7-Digit Secretary of State Entity Number**

**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** (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.

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Type or Print Name

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Type or Print Name

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Type or Print Name

**Secretary of State**  
**Nonprofit Certificate of Dissolution**  
Crenshaw Project Corporation C3454063  
Signature Page (cont.)

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature

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Type or Print Name

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