

THE BOARD OF SUPERVISORS OF CONTRA COSTA COUNTY, CALIFORNIA
and for Special Districts, Agencies and Authorities Governed by the Board

Adopted this Resolution on 01/07/2020 by the following vote:

AYE: 5 **John Gioia**
 Candace Andersen
 Diane Burgis
 Karen Mitchoff
 Federal D. Glover

NO:

ABSENT:

ABSTAIN:

RECUSE:



Resolution No. 2020/5

RESOLUTION APPROVING DISSOLUTION OF DMC FOUNDATION, THE DISTRIBUTION OF ITS REMAINING ASSETS AND RELATED MATTERS

WHEREAS, DMC Foundation (the "Foundation") is a California nonprofit public benefit corporation that was formed for the purpose of supporting West Contra Costa Healthcare District (the "District");

WHEREAS, the District is the sole member of the Foundation under California law, with the legal power and authority to appoint the members of its board of directors and to approve its dissolution;

WHEREAS, the Foundation has been inactive for a number of years, which inactivity triggered an audit by the Internal Revenue Service that resulted in the revocation of the Foundation's tax exempt status under Section 501(c)(3) of the Internal Revenue Code;

WHEREAS, the Foundation's assets currently consist of approximately \$77,000 in cash;

WHEREAS, it is proposed that the Foundation dissolve under California law and distribute its remaining assets to the District;

WHEREAS, due to the Foundation's inactivity, the identity of the members of the Foundation's board of directors has become unknown or uncertain;

WHEREAS, as a matter of California law and prior action taken, this Board of Supervisors now sits as the board of directors of the District and, in such capacity, now has the legal authority to: (i) appoint the members of the Foundation's board of directors; (ii) approve the dissolution of the Foundation and the liquidating distribution of its remaining assets; and (iii) approve whatever other actions are necessary or appropriate in connection with the Foundation's dissolution and liquidating distribution;

NOW, THEREFORE, BE IT RESOLVED by the board of directors of the West Contra Costa Healthcare District as follows:

1. The proposed dissolution of the Foundation under California law, and the distribution of its remaining assets in liquidation to the District for deposit into the District's community benefit account, are hereby approved in all respects;
2. To clearly identify the members of the Foundation's board of directors having authority to take whatever actions are necessary or appropriate in connection with the Foundation's dissolution, all persons currently having any status as members of the Foundation's board of directors are hereby removed, and Jim Beaver and Harry Bergland, CPA, are each hereby appointed to serve as the sole members of the Foundation's board of directors;
3. The members of the Foundation's board of directors are hereby authorized and directed to take all actions necessary or appropriate to provide for the dissolution of the Foundation under California law, including, without limitation: (i) the execution and delivery of a Nonprofit Certificate of Dissolution on behalf of the Foundation and the filing of the same in the office of the California Secretary of State; (ii) the application, on behalf of the Foundation, for a dissolution waiver from the California Attorney General; and (iii) the transfer of all remaining assets of the Foundation to the District for deposit into the District's community benefit account; and
4. This Resolution shall take effect immediately upon its adoption.

I hereby certify that this is a true and correct copy of an action taken and entered on the minutes of the Board of Supervisors on the date shown.

Contact: Patrick Godley, 925-957-5410

I hereby certify that this is a true and correct copy of an action taken and entered on the minutes of the Board of Supervisors on the date shown.

ATTESTED: January 7, 2020

David J. Twa, County Administrator and Clerk of the Board of Supervisors


By: Stacey M. Boyd Deputy

cc: