

HEBER PUBLIC UTILITY DISTRICT

REPORT TO BOARD OF DIRECTORS

MEETING DATE: April 16, 2015

FROM: Laura Fischer, General Manager

SUBJECT: Authorize the Execution of the Certificate of Election and the Certificate of Dissolution to Wind Up and Dissolve the Heber Geothermal Development Commission

ISSUE:

Shall the Board of Directors authorize the execution of the Certificate of Election and Certificate of Dissolution to Wind Up and Dissolve the Heber Geothermal Development Commission?

GENERAL MANAGER'S RECOMMENDATION:

It is recommended that the Board of Directors authorize the execution of the Certificate of Election and the Certificate of Dissolution to Wind Up and Dissolve the Heber Geothermal Development Commission.

FISCAL IMPACT:

NONE.

BACKGROUND:

Recently staff became aware of a Nonprofit Charity Corporation for Public Benefit that is registered with the State of California. The Heber Geothermal Development Commission was established in 1986. According to recently discovered records, the HPUD Board Secretary has been filing and signing the Annual Registration Renewal Report to the Attorney General of California and a Statement of Information to the Secretary of State fairly regularly through 2014.

DISCUSSION:

According to the documents the Chief Executive Officer is the President of HPUD Board of Directors, the Secretary is the HPUD Board Secretary, and the Chief Financial Officer is the HPUD General Manager.

This Corporation does not have a bank account; it does not receive any funding from HPUD or other donations; and it does not have any expenses or payroll. If there was a purpose to the Corporation, the need no longer exists. As early as 2001, our attorney, Mr. Steve Walker, recommended dissolving the corporation and winding up the affairs of same.

CONCLUSION:

As there is no longer a need or reason to maintain the non-profit corporation called Heber Geothermal Development, staff recommends authorizing the General Manager to execute the Certificate of Election and Certificate of Dissolution to Wind Up and Dissolve the Heber Geothermal Development Commission.

ALTERNATIVES:

- 1) Do not authorize the execution of the Certificate of Election and Certificate of Dissolution to Wind Up and Dissolve the Heber Geothermal Development Commission.
- 2) Provide alternate direction to staff regarding the Heber Geothermal Development Commission

Respectfully Submitted,

Laura Fischer,
General Manager

Attachment: Domestic Nonprofit Corporation Certificate of Election to Wind Up and Dissolve; and Certificate of Dissolution.



Domestic Nonprofit Corporation Dissolution Filing Requirements

The voluntary dissolution of a domestic nonprofit corporation is initiated by an election to dissolve. The election to dissolve may be made by the vote or written consent of a majority of all the members of the corporation or, if there are no members, by the board of directors. Following this election the corporation must file documents with the California Secretary of State, as discussed below.

To dissolve, the corporation must file a Certificate of Election to Wind Up and Dissolve (Form ELEC NP) prior to or together with a Certificate of Dissolution (Form DISS NP). However, if the election to dissolve is made by the vote of all the members, or if the corporation has no members, by the vote of all the directors, only the Certificate of Dissolution is required to be filed. (California Corporations Code sections [6611](#), [8611](#), [9680](#) or [12631](#) (Certificate of Election to Wind Up and Dissolve) and [6615](#), [8615](#), [9680](#) or [12635](#) (Certificate of Dissolution).)

Additional Requirements

- **Public benefit or religious corporations:** If the dissolving corporation is a public benefit or religious corporation, the Certificate of Dissolution must be accompanied by a letter from the California Attorney General's office that either waives objections to the distribution of the corporation's assets pursuant to California Corporations Code section [6716\(c\)](#) or confirms that the corporation has no assets. (California Corporations Code sections [6615](#) and [9680](#).)

Note: The dissolving corporation does not need the letter from the California Attorney General's office if the corporation: (1) is a committee, as defined by California Government Code section [82013](#); (2) has filed any statement pursuant to the California Government Code, commencing with Section [84200](#); (3) is exempt from the supervisory authority of the Attorney General pursuant to California Government Code sections [12581](#) and [12583](#); and (4) includes a written statement by the corporation with the Certificate of Dissolution that confirms the corporation meets those requirements.

- **Mutual benefit corporations:** If the dissolving corporation is a mutual benefit corporation, and that corporation is holding assets in a charitable trust, the distribution of those assets must be approved by the California Attorney General or be made by decree of a superior court. (California Corporations Code section [8716](#).)
- For information about the required letter/approval from the California Attorney General, contact the Office of the Attorney General - Registrar of Charitable Trusts at (916) 445-2021 or go to oag.ca.gov/charities. A written request for the required letter/approval can be mailed to the Registrar of Charitable Trusts, Office of the Attorney General, P.O. Box 903447, Sacramento, California 94203 -4470.

Upon the filing of the Certificate of Dissolution by the California Secretary of State, the corporation will be completely dissolved and its corporate existence will cease in California.

Form ELEC NP, Form DISS NP and filing instructions are enclosed. The forms were created to help entities file the required information; however, any format may be used, provided it meets statutory requirements. For proof of submittal, it is recommended that dissolution documents be sent by Certified Mail with Return Receipt Requested.

Please note: Dissolution documents can be filed only if the status of the corporation is active on the records of the California Secretary of State. The status of the corporation can be checked online on the Secretary of State's Business Search at kepler.sos.ca.gov/.



DISS NP

State of California Secretary of State

Domestic Nonprofit Corporation Certificate of Dissolution

There is no fee for filing a Certificate of Dissolution.
Important – Read instructions before completing this form.

This Space For Filing Use Only

1. **Corporate Name** – Enter the name of the domestic nonprofit corporation exactly as it is of record with the California Secretary of State.

2. **Required Statements** – The following statements are required by statute and should not be altered.

All final returns required under the California Revenue and Taxation Code have been or will be filed with the California Franchise Tax Board. The corporation has been completely wound up and is dissolved.

3. **Debts and Liabilities** – Check the applicable statement. Note: Only one box may be checked.

- The corporation's known debts and liabilities have been actually paid.
- The corporation's known debts and liabilities have been paid as far as its assets permitted.
- The corporation's known debts and liabilities have been adequately provided for by their assumption and the name and address of the assumer is _____
- The corporation's known debts and liabilities have been adequately provided for as far as its assets permitted.
(Specify in an attachment to this certificate (incorporated herein by this reference) the provision made and the address of the corporation, person or governmental agency that has assumed or guaranteed the payment, or the name and address of the depository with which deposit has been made or other information necessary to enable creditors or others to whom payment is to be made to appear and claim payment.)
- The corporation never incurred any known debts or liabilities.

4. **Assets** – Mutual Benefit or Consumer Cooperative Corporations ONLY: Check the applicable statement. Note: Only one box may be checked. If the corporation is a public benefit or religious corporation, leave Item 4 blank and attach to this Certificate of Dissolution a letter from the California Attorney General's office waiving objections to the distribution of the corporation's assets pursuant to California Corporations Code section 6716(c) or confirming the corporation has no assets (see instructions).

- The known assets have been distributed to the persons entitled thereto.
- The corporation never acquired any known assets.

5. **Election** – Check the "YES" or "NO" box as applicable. Note: If the "NO" box is checked, a Certificate of Election to Wind Up and Dissolve pursuant to California Corporations Code section 1901, 6611, 8611, 9680 or 12631 must be filed prior to or together with this Certificate of Dissolution.

The election to dissolve was made by the vote of all the members of the corporation or the corporation has no members and the election was made by the vote of all the directors of the corporation. YES NO

6. **Verification and Execution** – If additional signature space is necessary, the dated signature(s) with verification(s) may be made on an attachment to this certificate. Any attachments to this certificate are incorporated herein by this reference.

The undersigned constitute(s) 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 of Director

Type or Print Name of Director

Signature of Director

Type or Print Name of Director

Signature of Director

Type or Print Name of Director



ELEC NP

State of California Secretary of State

Domestic Nonprofit Corporation Certificate of Election to Wind Up and Dissolve

NOTE: To complete the dissolution process, the corporation must also file a Certificate of Dissolution (Form DISS NP).

**There is no fee for filing a Certificate of Election To Wind Up and Dissolve.
Important – Read instructions before completing this form.**

This Space For Filing Use Only

1. **Corporate Name** – Enter the name of the domestic nonprofit corporation exactly as it is of record with the California Secretary of State.

2. **Required Statement** – The following statement is required by statute and should not be altered.

The corporation has elected to wind up and dissolve.

3. **Election** – Check the applicable statement. Note: Only one box may be checked.

- The election was made by the vote of _____ members of the corporation, constituting a majority of all the members.
(number of 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 and in accordance with California Corporations Code section 5034 or 12224.
- The corporation has no members; the election was made by the board of directors of the corporation.

4. **Signatory Authority** – Check the applicable statement. Note: Only one box may be checked.

- The undersigned constitutes the sole director or a majority of the directors now in office of the above-named corporation.
- The undersigned constitute the chair of the board, president or vice president **and** the secretary, chief financial officer, treasurer, assistant secretary or assistant treasurer of the above-named corporation.
- The undersigned constitute(s) the member(s) authorized to execute this certificate by approval of a majority of all members.

5. **Verification and Execution** – If additional signature space is necessary, the dated signature(s) with verification(s) may be made on an attachment to this certificate. Any attachments to this certificate are incorporated herein by this reference.

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 of Director, Officer or Member

Type or Print Name of Director, Officer or Member

Signature of Director, Officer or Member

Type or Print Name of Director, Officer or Member

Signature of Director or Member

Type or Print Name of Director or Member


[Secretary of State Main Website](#)
[Business Programs](#)
[Notary & Authentications](#)
[Elections](#)
[Campaign & Lobbying](#)

Business Entities (BE)

Online Services

- [E-File Statements of Information for Corporations](#)
- [Business Search](#)
- [Processing Times](#)
- [Disclosure Search](#)

Main Page

Service Options

Name Availability

Forms, Samples & Fees

Statements of Information (annual/biennial reports)

Filing Tips

Information Requests (certificates, copies & status reports)

Service of Process

FAQs

Contact Information

Resources

- [Business Resources](#)
- [Tax Information](#)
- [Starting A Business](#)

Customer Alerts

- [Business Identity Theft](#)
- [Misleading Business Solicitations](#)

Business Entity Detail

Data is updated to the California Business Search on Wednesday and Saturday mornings. Results reflect work processed through Tuesday, March 31, 2015. Please refer to [Processing Times](#) for the received dates of filings currently being processed. The data provided is not a complete or certified record of an entity.

Entity Name:	HEBER GEOTHERMAL DEVELOPMENT COMMISSION
Entity Number:	C1299652
Date Filed:	02/21/1986
Status:	ACTIVE
Jurisdiction:	CALIFORNIA
Entity Address:	1078 DOGWOOD RD STE 103
Entity City, State, Zip:	HEBER CA 92249
Agent for Service of Process:	LAURA G FISCHER
Agent Address:	1078 DOGWOOD RD STE 103
Agent City, State, Zip:	HEBER CA 92249

* Indicates the information is not contained in the California Secretary of State's database.

- If the status of the corporation is "Surrender," the agent for service of process is automatically revoked. Please refer to California Corporations Code [section 2114](#) for information relating to service upon corporations that have surrendered.
- For information on checking or reserving a name, refer to [Name Availability](#).
- For information on ordering certificates, copies of documents and/or status reports or to request a more extensive search, refer to [Information Requests](#).
- For help with searching an entity name, refer to [Search Tips](#).
- For descriptions of the various fields and status types, refer to [Field Descriptions and Status Definitions](#).

[Modify Search](#) [New Search](#) [Printer Friendly](#) [Back to Search Results](#)

[Privacy Statement](#) | [Free Document Readers](#)

Copyright © 2015 California Secretary of State