

## AGENDA

### SOLVANG CONFERENCE & VISITORS BUREAU, INC. REGULAR MEETING OF THE BOARD OF DIRECTORS

Meeting Date & Time: Wednesday, October 14, 2020 at 4:00 p.m.  
Place of Meeting: Solvang City Hall, 1644 Oak Street, Solvang, CA 93463

- I. CALL TO ORDER FOR OPEN SESSION**
- II. ATTENDANCE AND ANNOUNCEMENT OF QUORUM**
  - a. Roll call for all directors in attendance.
- III. ADOPTION OF AGENDA**
  - a. The Board will approve and adopt the Agenda.
- IV. PUBLIC COMMENT**
  - a. Members of the public may address the SCVB Board on any agenda item prior to the Board's decision on the item. The public may also comment on any issues that they wish, but the Brown Act restricts the SCVB Board from taking any action on a subject not listed on this agenda.
- V. BOARD ACTION ITEMS**
  - a. Final Steps on Asset Transfer to City of Solvang. Following the SCVB Board's November 5, 2019 resolution transferring all of SCVB's assets to the City of Solvang, the Board will discuss the final steps needed to transfer said assets, if any remain, and will authorize its agents to take such steps to finalize the transfer.
  - b. Dissolution of SCVB. The Board will consider and approve a resolution authorizing the winding up and dissolution of SCVB and shall authorize its agents to take all necessary steps to effect this dissolution.
- VI. ADJOURNMENT**
  - a. The meeting will adjourn after Board action is taken on the items described in this agenda.

**RESOLUTION OF THE SOLVANG CONFERENCE & VISITORS BUREAU, INC.,  
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION,  
RELATING TO THE WINDING UP AND DISSOLUTION OF THE CORPORATION**

We, the Board of Directors of Solvang Conference & Visitors Bureau, Inc. (SCVB), a California nonprofit public benefit corporation, held a regular meeting on October 14, 2020, at Solvang Public Library, 1745 Mission Dr, Solvang, CA 93463. The following Directors were present at the meeting: Ryan Toussaint, Daniel Johnson. The meeting was publicly noticed and the Board of Directors took the following actions by unanimous consent:

WHEREAS, the purpose of the meeting was to consider the winding up and dissolution of SCVB; and

WHEREAS, pursuant to section 6610 of the California Corporations Code, the majority of the Board of Directors may authorize the voluntary wind up and dissolution of this corporation because SCVB has no members; and

WHEREAS, the Board of Directors has unanimously determined that it is in the best interests that SCVB be wound up and dissolved.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of SCVB hereby unanimously elects to wind up and dissolve this corporation;

RESOLVED, that the Board of Directors and officers of SCVB are authorized and directed to take all appropriate actions to wind up and dissolve this corporation.

RESOLVED FURTHER, that the officers are authorized and directed to file all final returns with the California Franchise Tax Board.

RESOLVED FURTHER, that, on commencement of the proceedings to wind up the corporation, the officers or directors of SCVB are hereby authorized and directed to prepare, execute, and file such other documents and take such other action as may be necessary or reasonable to complete the dissolution and wind up SCVB's affairs, including filing a Certificate of Dissolution as required by California Corporations Code section 6615.

The foregoing resolution is hereby passed by the SCVB Board of Directors, on this the 14th day of October, 2020.

\_\_\_\_\_  
Ryan Toussaint/CEO, CFO

\_\_\_\_\_  
Date

\_\_\_\_\_  
Daniel Johnson/Secretary

\_\_\_\_\_  
Date