



# COMMUNITY FOUNDATION AGENDA

**NOTICE IS HEREBY GIVEN THAT THE CENTERVILLE COMMUNITY FOUNDATION WILL HOLD A REGULAR MEETING AT 5:30 PM ON MAY 9, 2023 AT CENTERVILLE CITY HALL, 250 NORTH MAIN STREET, CENTERVILLE, UTAH.**

*Centerville City Council meetings are open to the public, unless otherwise closed for reasons allowed by law. Centerville City Council meetings may be conducted via electronic means pursuant to Utah Code § 52-4-207. In compliance with the Americans with Disabilities Act, individuals needing special accommodations due to a disability may contact the City Recorder at (801) 295-3477, at least 24 hours in advance of the meeting. The Mayor and Council reserve the right to modify the sequence of agenda items in order to facilitate special needs or provide greater efficiency.*

**The full agenda packet and backup materials can be found on the Centerville City website at:**

<https://centervilleutah.gov/129/Agendas-Minutes>

**A. ROLL CALL**

**B. BUSINESS ITEMS**

Business action or discussion items to be considered.

1. Plan of Dissolution  
Discuss the Proposed Plan of Dissolution for the Community Foundation

**C. MINUTES**

1. Minutes Review and Approval  
September 27, 2022 Minutes

**D. ADJOURNMENT**

## CERTIFICATE OF POSTING

*I hereby certify that this notice and agenda was posted at Centerville City Hall, published on the Utah Public Notice Website, and provided to a newspaper or media correspondent in accordance with the requirements of the Utah Open and Public Meetings Act, including, but not limited to, provisions of Utah Code § 52-4-202.*

**Jennifer Robison  
Centerville City Recorder**



# COMMUNITY FOUNDATION

**Staff Report**  
5/9/2023

**Item No. 1.**

**Title:** Plan of Dissolution

**Initiated By:**

**Staff Representative:** Lisa Romney, City Attorney

**SUBJECT:**

Discuss the Proposed Plan of Dissolution for the Community Foundation

**RECOMMENDATION:**

Approve the Plan of Dissolution as presented

**BACKGROUND:**

At the September 27, 2022 Community Foundation meeting, the board voted to dissolve the Centerville Community Foundation and create a new foundation with 501(c)(3) status without the association to the City. The attached Plan of Dissolution has been prepared for this purpose.

**ATTACHMENTS:**

1. Centerville Plan of Dissolution

PLAN OF DISSOLUTION  
FOR  
CENTERVILLE COMMUNITY FOUNDATION

The Board of Directors of Centerville Community Foundation (the “Corporation”), at a meeting duly convened on the \_\_\_\_\_ day of \_\_\_\_\_, 2023, pursuant to fair and reasonable notice given in accordance with law, a quorum being present at all times, having considered the advisability of voluntarily dissolving the Corporation, and it being the majority opinion of the Board that dissolution is advisable and it is in the best interest of the Corporation to effect such a dissolution, and the Board of Directors having adopted by majority vote, a plan for a voluntary dissolution of the Corporation (“Plan”), does hereby resolve that the Corporation be dissolved in accordance with the following Plan:

1. There being no members of the Corporation, no vote of membership is required to approve this dissolution, and action of the Board of Directions is sufficient.
2. No approval of the dissolution of the Corporation is required by any government agency or officer.
3. The Corporation is a charitable corporation.
4. The Corporation has the assets and/or liabilities as set forth on Exhibit A and incorporated herein.
5. The Corporation shall transfer or assign the assets from Exhibit A as set forth on Exhibit B and incorporated herein.
6. The Corporation shall pay, discharge, or otherwise provide adequate provision for any debts or liabilities the Corporation has at the time of dissolution and before the distribution of the assets in accordance with Exhibit B.
7. The Corporation shall file the Articles of Dissolution (in the form set forth on Exhibit C) with the proper authority for the State of Utah.
8. The Corporation shall take all such other actions as may be deemed necessary or advisable by any of its officers in order to affect the dissolution and the transfer of its assets.
9. This Plan shall be governed by and construed in accordance with the laws of the State of Utah.

[Signatures on Next Page]

IN WITNESS WHEREOF, the Board of Directors have executed this Agreement effective as of the date first above written.

DIRECTOR:

Signature: \_\_\_\_\_

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

DIRECTOR:

Signature: \_\_\_\_\_

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

DIRECTOR:

Signature: \_\_\_\_\_

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

DIRECTOR:

Signature: \_\_\_\_\_

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

DIRECTOR:

Signature: \_\_\_\_\_

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

DIRECTOR:

Signature: \_\_\_\_\_

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

EXHIBIT A  
ASSETS AND LIABILITIES

Assets:

[Description and fair value]

Liabilities:

[Description and Amount]

**EXHIBIT B**  
**DISTRIBUTION OF ASSETS**

EXHIBIT C  
FORM OF ARTICLES OF DISSOLUTION

1 Minutes of the **Centerville Community Foundation** Board of Directors meeting held Tuesday,  
2 September 27, 2022, at 5:00 p.m. with participants present at Centerville City Hall, 250 North  
3 Main Street.

4  
5 **MEMBERS PRESENT**

Karen Baty, Director  
6 Brant Hanson, Secretary/Director  
7 John Hollingshead, Chair  
8 Richard Martin, Director  
9 Pete Peterson, Director  
10 Clark Wilkinson, Director/Centerville Mayor

11  
12 **CITY STAFF PRESENT**

Jennifer Robison, City Recorder

13  
14 **ROLE OF CENTERVILLE COMMUNITY FOUNDATION**

15  
16 Brant Hanson, City Manager and Community Foundation Secretary/Director, said he and  
17 Chair Hollingshead had worked during the last year on how to help the Foundation Board be more  
18 effective in its role in the community and evolve beyond what it currently was. He suggested that  
19 moving from a governmental non-profit 501(c)(3) to an independent non-profit 501(c)(3) could  
20 help the Foundation be far more effective as a community organization. Mr. Hanson said he and  
21 Chair Hollingshead believed there would still be a need for the Foundation and the City to have a  
22 strong connection with elected officials and the City Manager serving as board members, but the  
23 Foundation would not be “run” by the City.

24  
25 The Foundation Board discussed the 501(c)(3) application process, the current  
26 Foundation bank account, and a possible a name for the proposed new independent entity. Chair  
27 Hollingshead said he would like the name to include “Centerville”. Mr. Hanson said the Foundation  
28 could use the name “Centerville Community Foundation” as a separate, independent entity, and  
29 mentioned the Park City Community Foundation as an example.

30  
31 Mr. Hanson said the next step would be for the Foundation Board to made a  
32 recommendation to the City Council to dissolve the Centerville Community Foundation. Director  
33 Martin made a **motion** to dissolve the association between the Centerville Community Foundation  
34 and Centerville City, and create a new foundation with 501(c)(3) status, and submit to the City  
35 Council for consideration. Director Peterson seconded the motion, which passed by unanimous  
36 vote (6-0).

37  
38 **ADJOURNMENT**

39  
40 Chair Hollingshead adjourned the meeting at 5:18 p.m.

41  
42  
43  
44  
45 \_\_\_\_\_  
John Hollingshead, Chair

\_\_\_\_\_