

**SANTA CLARA TOURISM IMPROVEMENT DISTRICT  
REGULAR MEETING – AGENDA**

February 7, 2022, 1:30 p.m.

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**\*COVID-19 NOTICE\***

*Pursuant to the provisions of California Governor’s Executive Order No. N-29-20, issued on March 17, 2021, to prevent the spread of COVID-19, the Santa Clara Tourism Improvement District has implemented methods for the public to participate remotely.*

*The public can participate remotely via Zoom: <https://zoom.us/j/96427042996>, Meeting ID: 964 2704 2996 or by phone: 1 (669) 900-6833.*

**Call to Order**

**Roll Call**

**Public Comments**

*Public comment for items not on the Agenda.*

**Consent Calendar**

*Items listed in the Consent Calendar section are considered routine by the Santa Clara Tourism Improvement District (TID) and will be adopted by one motion. There will be no separate discussion of the items on the Consent Calendar unless discussion is requested by a member of the TID, staff or public. If discussion is requested, that item will be removed from the section entitled Consent Calendar and will be considered under Consent Items Pulled for Discussion.*

**Consent Items Pulled for Discussion**

**Public Presentations**

*This item is reserved for persons to address the TID on any matter not on the agenda that is within the subject matter jurisdiction of the TID. The law does not permit action on, or extended discussion of, any item not on the agenda except under special circumstances. The TID or staff may briefly respond to statements made or questions posed and may request staff to report back at a subsequent meeting.*

**General Business – Items for Discussion**

1. Action on a Resolution of the Board of Directors of Visit Santa Clara Electing to Wind Up and Dissolve the Corporation.

**General Updates**

**Adjournment**

The next regular scheduled meeting is on February 22, 2022 at 10:00 a.m.

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*\*Please see COVID-19 NOTICE\**

**Brown Act:**

*Government Code 54950 et seq (the Brown Act) requires that a brief description of each item to be transacted or discussed be posted at least 72 hours prior to a regular meeting. Action may not be taken on items not posted on the agenda. Meeting facilities are accessible to persons with disabilities. If you require special assistance to participate in the meeting, notify Peter Hart, GM at [peter.hart@hilton.com](mailto:peter.hart@hilton.com) prior to the meeting.*

Notice to the Public:

*You are welcomed and encouraged to participate in this meeting. Public comment is taken (3 minutes maximum per person) on items listed on the agenda will be heard at the meeting as noted on the agenda. Public comment on items not listed on the agenda will be heard at the meeting as noted on the agenda. Comments on controversial items may be limited and large groups are encouraged to select one or two speakers to represent the opinion of the group. The order of agenda items is listed for reference and may be taken in any order deemed appropriate by the Board of Directors. The agenda provides a general description and staff recommendation; however, the Board of Directors may take action other than what is recommended.*

*In accordance with the requirements of Title II of the Americans with Disabilities Act of 1990 ("ADA"), the Santa Clara Tourism Improvement District (TID) will not discriminate against qualified individuals with disabilities on the basis of disability in its services, programs, or activities, and will ensure that all existing facilities will be made accessible to the maximum extent feasible. The Santa Clara TID will generally, upon request, provide appropriate aids and services leading to effective communication for qualified persons with disabilities including those with speech, hearing, or vision impairments so they can participate equally in the Santa Clara TID's programs, services, and activities. The Santa Clara TID will make all reasonable modifications to policies and programs to ensure that people with disabilities have an equal opportunity to enjoy all of its programs, services, and activities.*

*Agendas and other written materials distributed during a public meeting that are public record will be made available by the Santa Clara Tourism Improvement District in an appropriate alternative format. Contact [DSCAdmin@discoversantaclara.org](mailto:DSCAdmin@discoversantaclara.org) with your request for an alternative format copy of the agenda or other written materials.*

*Individuals who require an auxiliary aid or service for effective communication, or any other disability-related modification of policies or procedures, or other accommodation, in order to participate in a program, service, or activity of the Santa Clara TID, should contact the Peter Hart, GM at [peter.hart@hilton.com](mailto:peter.hart@hilton.com) prior as soon as possible before the scheduled event.*

**RESOLUTION NUMBER 2022-001**

**RESOLUTION OF THE BOARD OF DIRECTORS OF VISIT SANTA CLARA  
ELECTING TO WIND UP AND DISSOLVE THE CORPORATION**

The Board of Directors of Visit Santa Clara, a California nonprofit mutual benefit corporation (the "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 promote Santa Clara tourism through the operation of a tourism improvement district 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.

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 are authorized to cause the filing of such a Certificate with the California Secretary of State and with the office of the California Attorney General, pursuant to California Corporations Code, Section 8611.

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 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 President and Secretary/Treasurer of this Corporation are authorized, empowered, and directed to do any and 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.

2. AUTHORITY OF OFFICERS; OTHER ACTIONS RESOLVED:

That the President and the Secretary/Treasurer 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

\_\_\_\_\_, President

\_\_\_\_\_, Secretary/Treasurer