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From: Ann Smulka <asmulka@comcast.net>
Sent: Tuesday, January 10, 2023 6:27 PM
To: Nancy Mueller; Steven Hanson; Chris Johnson; Elizabeth Stage
Cc: Howard Matis; Aileen
Subject: Re: PS Re: NHCA / Fourth Bore Coalition - Dissolution Process

Thank you, Nancy. I look forward to learning the reply.
Ann

From: Nancy Mueller <rmandngm@pacbell.net>
Date: Tuesday, January 10, 2023 at 9:04 AM
To: Steven Hanson <hansonsteven@gmail.com>, Chris Johnson <chris@chrisca.net>, Elizabeth Stage <stage@berkeley.edu>, Ann Smulka <asmulka@comcast.net>
Cc: Howard Matis <hsmatis@gmail.com>, Aileen <msfrankel009@gmail.com>
Subject: Re: PS Re: NHCA / Fourth Bore Coalition - Dissolution Process

Thanks Ann for our excellent outline of what needs to be done. I suggested Steve forward these emails to the NHCA board to see which members can be involved.

Nancy

On Monday, January 9, 2023 at 08:33:30 PM PST, Ann Smulka <asmulka@comcast.net> wrote:

Hello again,

When FBC submits the dissolution letter to the Attorney General's Registry of Charitable Trusts, we will need to submit copies of the Articles of Incorporation and IRS Tax Exemption Letter for each organization to which we distribute FBC's remaining assets. I was able to download NHCA's Articles of Incorporation from the [CA SOS Website](#) business entities website (see attached – I believe it is the most current version), so I'll just need a copy of the tax exemption letter from you. An e-copy is preferred. I'll also need to know what phone number to use for NHCA, since that's required, too. Any time in the next week or so is fine.

Many thanks,

Ann Smulka

P.S. (BTW, NHCA's Statement of Information filing was due by 12/31/22. Otherwise, you're in good standing with the state :)

From: Ann Smulka <asmulka@comcast.net>
Date: Monday, January 9, 2023 at 4:18 PM
To: Steven Hanson <hansonsteven@gmail.com>, Chris Johnson <chris@chrisca.net>, Nancy Mueller <rmandngm@pacbell.net>, Elizabeth Stage <stage@berkeley.edu>
Cc: Howard Matis <hsmatis@gmail.com>, Aileen <msfrankel009@gmail.com>
Subject: NHCA / Fourth Bore Coalition - Dissolution Process

Dear NHCA Executive Committee,

Happy New Year. I hope all of your homes are well-protected from the rain and any slides.

As you know, NHCA was one of the 6 organizations that founded the Caldecott Tunnel Fourth Bore Coalition (FBC) when FBC incorporated as a California Nonprofit 501c3 in December 2007. Oakland and Berkeley have spent all of the funds awarded to the City of Oakland and FBC from their respective settlement agreements with Caltrans, and FBC is past its relevance as an organization, therefore most who co-founded the organization would like to dissolve it and distribute the small amount of remaining funds (approx. \$19K) to the founding organizations that are incorporated as 501c3 organizations. (Each organization contributed an equal amount of funds from their core treasuries when we incorporated in 2007.)

I'm reaching out to the executive committee of each founding organization, asking them to assign (or reassign) a representative to the Fourth Bore Coalition. Howard Matis and Aileen Frankel have been NCHA's reps to the FBC and (I believe) are willing to continue as we close down the coalition. (I've cc'd them on this message.) FBC bylaws require a minimum of 6 board members, and allow for up to 2 from each organization.

Whomever you appoint to represent NHCA will have a very short-term commitment to FBC. The board will meet to vote on dissolving the organization and the distribution of funds, so that we can proceed with the rest of the [required steps with the California AG](#). Funds can only go to 501c3 organizations.

The meeting will take place via Zoom. I expect it will be about 1 hour long and be held after work hours, most likely during the last week in January or first week in February (to accommodate some travel schedules and surgical procedures of other board members). The agenda will include

- 1) Election of officers for FY 2023 (a necessary step, despite the dissolution);
- 2) Financial Report and discussion of residual funds;
- 3) Vote on proposed resolution to dissolve the organization;
- 4) Discussion of lessons learned, successes, next steps for unfinished shovel-ready projects (e.g. Pedestrian Safety Committee)

Related materials will be sent in an agenda packet before the meeting.

As for the fund distribution – the founding organizations were:

- Bike East Bay (501c3)
- Claremont Elmwood Neighborhood Association (501c3)
- FROG Park (a project of Oakland Parks Dept., but at the time of founding, their fiscal agent was RCPC)
- North Hills Community Association (501c3)
- Parkwoods Homeowners Association (501c4)
- Rockridge Community Planning Council (501c3)

I've suggested to John Bailey, President of Parkwoods' HOA, that it would make sense to distribute Parkwoods' share to NHCA, so it could be used for the efforts of Parkwoods' Pedestrian Safety Committee on their continued work toward building the sidewalks between Parkwoods and Hiller Drive or other efforts to benefit their immediate neighborhood. Your thoughts on this are welcome, so they can be incorporated into a draft resolution and distributed about a week before the meeting.

Please let me know whom you appoint, and any questions you might have.

Thank you,

Ann Smulka

