

## HERITAGE PARK SENIOR SERVICES CENTER

April 25, 2019

Agenda Item 2

### REPORT TO THE DIRECTORS

**FROM:** Gregory P. Russ, Director and President

**SUBJECT:** Resolution Approving the Dissolution of the Heritage Park Senior Services Center

**Previous Directives:** The Board approved the formation of the Heritage Park Senior Services Center on May 26, 2010.

**Budget Impact:** Any remaining net assets, anticipated to be less than \$3,000, will be distributed to the Minneapolis Public Housing Authority (MPHA).

**Affirmative Action Compliance:** Not applicable.

**Procurement Review:** Not applicable.

**RECOMMENDATION:** It is recommended that the Board of Directors adopt the attached resolution approving the dissolution of the Heritage Park Senior Services Center.

This Report asks the Board of Commissioners to approve the attached resolution to dissolve the Heritage Park Senior Services Center (HPSSC). The HPSSC was created on May 26, 2010 as a “special purpose entity” to construct and own a senior community center. The community center (Cora McCorvey Health and Wellness Center) was financed through a new market tax credit transaction which required the formation of a special purpose entity. All of the new market tax credit requirements have been met and MPHA has taken ownership of the center as originally contemplated. The purpose of HPSSC has been met and this action clears up any remaining administrative matters.

The attached resolution was drafted by outside counsel, Winthrop & Weinstine, P.A, the same attorneys used for the initial transaction. MPHA has also notified HUD of the intention to dissolve this entity.

This Report was prepared by Tim Durose, Chief Financial Officer. If you have any questions or require further information regarding this Report, please contact Mr. Durose at 612-342-1410 or [tdurose@mplspha.org](mailto:tdurose@mplspha.org).

**RESOLUTIONS TO BE ADOPTED BY  
THE BOARD OF DIRECTORS  
OF  
HERITAGE PARK SENIOR SERVICES CENTER**

**Approval of Dissolution**

**WHEREAS**, Heritage Park Senior Services Center, a Minnesota nonprofit corporation (the “Corporation”), does not have any voting members and, therefore, no member approval is required with respect to the approval or disapproval of the dissolution and liquidation of the Corporation, and

**WHEREAS**, the Board of Directors has determined that the dissolution of the Corporation, in accordance with Chapter 317A of the Minnesota Statutes and the Dissolution Plan attached hereto as Exhibit A (the “Dissolution Plan”), is advisable and in the best interests of the Corporation.

**NOW, THEREFORE, IT IS HEREBY RESOLVED**, that the dissolution of the Corporation, pursuant to MINN. STAT. § 317A.721 and the Dissolution Plan, is hereby authorized and approved.

**RESOLVED FURTHER**, that, pursuant to MINN. STAT. § 317A.723, § 317A.811, and the Dissolution Plan, Gregory P. Russ, as the President of the Corporation, is hereby authorized and directed to prepare, execute, and file a Notice of Intent to Dissolve with the Minnesota Secretary of State and send a notification of its intent to dissolve to the Minnesota Attorney General.

**RESOLVED FURTHER**, that, pursuant to MINN. STAT. § 317A.727 and the Dissolution Plan, Gregory P. Russ, as the President of the Corporation, is hereby authorized and directed to give notice of the filing of the Notice of Intent to Dissolve to each creditor of and claimant against the Corporation, known or unknown, present or future, and contingent or non-contingent.

**RESOLVED FURTHER**, that Gregory P. Russ, as the President of the Corporation, is hereby authorized and directed to (a) pay and discharge or make adequate provision for the payment or discharge of all known debts, obligations, and liabilities of the Corporation, as set forth in the Dissolution Plan; (b) pursue any claims of the Corporation against any party for any debt, obligation, or liability owed to the Corporation; (c) distribute the remaining property, assets, and claims of the Corporation in accordance with MINN. STAT. § 317A.735 and the Dissolution Plan; and (d) make adequate provision for the satisfaction of any legal, administrative, or arbitration proceedings by or against the corporation commenced within the time provided in MINN. STAT. § 317A.733, subd. 2(a)(1).

**RESOLVED FURTHER**, that, pursuant to MINN. STAT. § 317A.733 and the Dissolution Plan, Gregory P. Russ, as the President of the Corporation, is hereby authorized and directed to prepare, execute, and file Articles of Dissolution with the

Minnesota Secretary of State following the completion of the actions described in the Dissolution Plan.

**RESOLVED FURTHER**, that Gregory P. Russ, as the President of the Corporation, is hereby authorized and directed to take any and all other necessary or appropriate action, in accordance with applicable laws and statutes, to effect the dissolution of the Corporation.

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**EXHIBIT A**

**DISSOLUTION PLAN**

(See attached.)

**DISSOLUTION PLAN  
OF  
HERITAGE PARK SENIOR SERVICES CENTER**

**THIS PLAN OF DISSOLUTION** (the “Plan”) is adopted pursuant to Minnesota Statutes Chapter 317A for purposes of winding up the affairs of the Heritage Park Senior Services Center (the “Corporation”).

1. Cessation of Business Activity. After adoption of the Plan, the Corporation shall not engage in any business activity except to the extent necessary to preserve the value of its assets, wind-up the business affairs of the Corporation, and to distribute its assets in accordance with this Plan.
2. Notification to Minnesota Secretary of State. As soon as reasonable following adoption of the Plan, the Corporation shall file a Notice of Intent to Dissolve (the “Notice”) with the Minnesota Secretary of State pursuant to Minnesota Statutes Section 317A.723.
3. Notification to Minnesota Attorney General. The Corporation shall file the Notice with the Minnesota Attorney General pursuant to Minnesota Statutes Section 317A.811.
4. Liabilities. All known debts, obligations, and liabilities of the Corporation have been paid and discharged or adequate provisions have been made for payment or discharge of any such debts, obligations, and liabilities.
5. Distribution of Assets. The remaining assets of the Corporation shall be distributed as follows:

- a. *Assets received and held for a special purpose shall be distributed accordingly*. The Corporation has no assets which have been held for a special purpose.
- b. *Payment of costs and expenses of the dissolution proceedings*. The Corporation shall pay all costs and expenses of the dissolution proceedings, including but not limited to filing fees, attorneys’ fees, and accountants’ fees incurred in connection with the dissolution.
- c. *Payment of known debts, obligations and liabilities of the Corporation*. The Corporation has no known debts, obligations, or liabilities.

If the Corporation receives a written claim as a result of the publication of its notice to creditors and claimants of its intended dissolution, after due investigation as to, and the determination of, the validity of the claim, the Corporation will pay the creditor or the claimant that filed the claim.

- d. *Distribution of remaining assets to the following organization*: The Minneapolis Public Housing Authority in and for the City of Minneapolis (EIN 41-1677709).

6. Articles of Dissolution. Upon winding up the affairs of the Corporation, the Articles of Dissolution shall be filed with the Minnesota Secretary of State.
7. Notice of Dissolution to Other Jurisdictions. Upon filing the Articles of Dissolution with the Minnesota Secretary of State, a copy of such filed Articles will be filed with the appropriate offices in any other state which may request or require a copy of such articles.
8. Filing of Final Form 990. The Corporation shall file its final Form 990 with the Internal Revenue Service within four (4) months and fifteen (15) days following acceptance of the Articles of Dissolution by the Minnesota Secretary of State.
9. Termination of Charity Registration. The Corporation shall terminate any and all state registrations to operate as a charity in such state and shall file such final reports as may be required.
10. Direction to Dissolve. In approving this Plan, the Directors direct, approve, authorize, and consent to Gregory P. Russ, as President of the Corporation (the “Authorized Officer”), to take any and all steps necessary to accomplish the transactions that are contemplated by this Plan as promptly as possible.
11. Indemnification of Authorized Officer. The Authorized Officer shall carry out and consummate this Plan and shall have the power to execute all documents, to file all papers, and to take such other action as he deems to be necessary or desirable for the purposes of effecting the complete dissolution and liquidation of the Corporation. The Corporation will indemnify and will hold harmless the Authorized Officer from any and all claims that may be asserted against him in connection with his performing any of the actions that are set forth in this Plan.

**ADOPTED BY THE BOARD OF DIRECTORS AT A DULY CALLED MEETING ON  
APRIL 25, 2019.**

**NOTICE OF INTENT TO DISSOLVE  
OF  
HERITAGE PARK SENIOR SERVICES CENTER**

The undersigned, the President of Heritage Park Senior Services Center, a Minnesota nonprofit corporation (“Corporation”) subject to Chapter 317A of the Minnesota Statutes, sends this Notice of Intent to Dissolve its status as a nonprofit corporation to the Secretary of State of Minnesota.

1. The name of the Corporation is Heritage Park Senior Services Center.
2. The date and place of the meeting at which the Board of Directors of the Corporation approved the plan dissolving the Corporation was April 25, 2019 at a meeting duly noticed and held pursuant to the Articles of Incorporation and Bylaws of the Corporation..
3. The required approval of the plan was received by the Board of Directors of the Corporation pursuant to Minn. Stat. §317A.723.

IN WITNESS WHEREOF, the undersigned has executed this Notice of Intent to Dissolve on this \_\_\_\_\_, 2019.

**Heritage Park Senior Services Center**

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By: Gregory P. Russ  
Its: President