

NOV 19 1960

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AIR POLLUTION FOUNDATION

25 1/2 Mission Street
San Francisco, California

November 17, 1960

Minutes of the Annual Meeting of the Board of Trustees

TO: TRUSTEES OF THE AIR POLLUTION FOUNDATION

Enclosed is a copy of the minutes of the last meeting of the Board of Trustees held November 2, 1960. At that meeting final action was taken on various matters including the plan for the liquidation and dissolution of the Air Pollution Foundation effective January 1, 1961.

We have your written consent to the plan for liquidation and dissolution of the Foundation.

In order to assure that all the Trustees approve and are fully advised of the specific resolutions and actions taken at the final meeting pertaining to the dissolution, each Trustee is now requested to approve the minutes of the meeting and consent to all action taken at that time by executing and returning to the Secretary the enclosed form of Approval and Consent.

A self-addressed return envelope is enclosed for your convenience.

GERALD G. KELLY
Secretary

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Encls.

Form returned saying:

*"But not voting on any matters involving
The California Institute of Technology"*

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AIR POLLUTION FOUNDATION

2556 Mission Street
San Marino, California

Minutes of the Annual Meeting of the Board of Trustees

November 2, 1960

Pursuant to notice duly given, the Annual Meeting of the Board of Trustees of the AIR POLLUTION FOUNDATION was held on the 2nd day of November, 1960, at three o'clock in the afternoon in the Board Room of the Pacific Mutual Life Insurance Company, Sixth Floor, 523 West Sixth Street, Los Angeles, California.

Fred D. Fagg, Jr., Chairman of the Board, presided at the meeting. The Acting Assistant Secretary recorded the minutes.

The Chairman announced that this would be the last meeting of the Board of Trustees of the Air Pollution Foundation; he therefore directed the Secretary to submit the minutes of this meeting to the trustees for their review and approval and to obtain the written approval thereof by at least a quorum of the trustees which shall include all the trustees present at the meeting. He further directed that such written approval shall be appended to the minutes of the meeting before they are permanently filed in the Minute Book.

In addition to the trustees present the following persons attended the meeting: Dr. W. L. Faith, Managing Director, Gerald G. Kelly, Secretary, Ralph E. Erickson, Acting Assistant Secretary, and Kenneth E. Kingman, representing trustee Reese H. Taylor.

The minutes of the Annual Meeting of the Board of Trustees held on November 12, 1959 and the Executive Committee Meeting held on October 5, 1960, having been circulated previously, were approved. All actions taken

pursuant thereto were ratified.

The Managing Director reported on the status of all pending research activities and contracts. Dr. Faith indicated that all existing research contracts terminate on or before December 31, 1960 and that he has attempted to phase out the existing projects so as to encourage others, including the contracting parties, to continue with such additional research as may be advisable.

The Managing Director then gave the Treasurer's Report and presented the Financial Statement for the Foundation through October 31, 1960. Dr. Faith explained the statement in detail and generally discussed the cash requirements of the Foundation pending final liquidation and dissolution. It appeared that there is sufficient cash on hand to meet all existing requirements and that a cash balance would remain and be available for current research grants.

The Chairman, the Managing Director and various trustees discussed possible recipients of grants from the remaining funds available. The disposition of research equipment located at the laboratories of the Stanford Research Institute and the Southwest Research Institute was also discussed and the Liquidation Committee's recommendations noted.

Upon motions duly made, recorded and unanimously passed the following resolutions were adopted:

RESOLVED, That the Air Pollution Foundation hereby gives and grants to the Stanford Research Institute all the Foundation's equipment located at the Institute's laboratories, and the sum of \$50,000 cash to be used for continued research in atmospheric chemistry and the general field of air pollution.

RESOLVED, That the Air Pollution Foundation hereby gives and grants to the Southwest Research Institute all the Foundation's equipment located at the Institute's facilities in San Antonio, Texas for continued use in the field of air pollution.

RESOLVED, That the Air Pollution Foundation hereby gives and grants to the University of Southern California the sum of \$10,000 cash

to be used in the field of air pollution.

RESOLVED, FURTHER, That the Managing Director is authorized and directed to perform all acts necessary to effectuate the grants provided in the above resolutions.

The Chairman stated that the minutes of the meeting should reflect the fact that the trustees presently affiliated with the various institutions named in the above resolutions abstained from voting on the resolutions providing grants to their respective institutions.

Mr. Gerald G. Kelly then explained the legal procedure for liquidation and dissolution of the Air Pollution Foundation. Thereafter the full report of the Liquidation Committee was presented to the meeting together with a proposed Plan of Liquidation and Dissolution. Upon recommendation of the Committee and after discussion thereof, and upon motion duly made, seconded and unanimously carried the following resolutions were adopted:

WHEREAS, the primary purpose of the Air Pollution Foundation is to foster research and investigation relative to the nature, causes and effects of air pollution in Southern California; and

WHEREAS, the Board of Trustees is of the opinion that the basic purpose of the Foundation has been substantially fulfilled;

NOW, THEREFORE, IT IS RESOLVED, That a voluntary liquidation and dissolution of the Air Pollution Foundation be effected in accordance with the Plan of Liquidation and Dissolution presented to this meeting and which is hereby adopted and approved. A copy of said Plan shall be appended to these minutes.

WHEREAS, the Board of Trustees has adopted a Plan of Liquidation and Dissolution for the Foundation;

NOW, THEREFORE, IT IS RESOLVED, That the officers and Managing Director of the Foundation be and they and each of them are hereby author-

ized and empowered to do and perform any and all acts necessary and convenient to effectuate the voluntary and complete dissolution of this corporation pursuant to the Plan of Liquidation and Dissolution and the provisions of the Corporations Code of the State of California.

RESOLVED, FURTHER, That the President or Vice President and Secretary or Assistant Secretary of the Foundation are specifically authorized to execute all necessary and appropriate documents to accomplish the liquidation and dissolution of the Foundation, and to obtain the appropriate income tax clearance and rulings relative to the dissolution of the Foundation in the manner specified.

Trustees A. O. Beckman and F. M. Banks abstained from the voting for the above resolution adopting the Plan of Liquidation and Dissolution in view of their affiliation with California Institute of Technology, the donee of the remaining assets of the Air Pollution Foundation upon dissolution pursuant to the Plan duly adopted.

There being no further business before the meeting it adjourned.

Ralph E. Erickson
Acting Assistant Secretary

11/9/60