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# Exhibit 1

## Action Item

### *California Student Aid Commission*

#### Consideration of the Dissolution of EDFUND

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EdFund was created in 1997 as an auxiliary organization of the California Student Aid Commission (Commission) to provide student loan guarantee services under the Federal Family Education Loan (FFEL) Program.

On July 20, 2010, the U.S. Department of Education informed the Commission that it was terminating the Commission's participation in the FFEL Program and transferring the FFEL Program assets to the Educational Credit Management Corporation (ECMC) effective November 1, 2010. Without the Commission's participation in the FFEL Program, EdFund ceased to have a source of income for its operations. All EdFund employees were transitioned to ECMC in December 2010 and, since that time; EdFund has not had any income and/or employees.

As part of its strategic planning session in July 2013, the Commission considered whether it would seek to re-purpose EdFund. The Commission has decided that it will not seek to re-establish EdFund as a viable entity. At the Commission's February 21-22, 2014 meeting, staff will recommend that the Commission act to instruct the EdFund Board of Directors to commence the dissolution process and to take the necessary steps to effectuate the dissolution.

If the Commission agrees with this recommendation, and the Board of Directors similarly agrees that EdFund should be dissolved, the dissolution will be handled by EdFund's legal counsel, Remcho Johansen & Purcell, LLP. A complete discussion of the steps of the dissolution process may be found at Exhibit 21.1. Two draft resolutions regarding the dissolution may be found at Exhibits 1.1 and 1.2. Staff will provide additional information on the appropriate resolution based upon the direction of the Board.

**Recommended Action:** It is recommended that the EdFund Board of Directors vote to dissolve the corporation, adopt the accompanying resolution and authorize the EdFund President to prepare the Certificate of Election to Wind Up and Dissolve, and to file and take all necessary steps to effectuate the Dissolution of EdFund

**Responsible Person(s):** Keri Faseler Tippins  
General Counsel  
California Student Aid Commission

**RESOLUTION OF THE BOARD OF DIRECTORS OF EDFUND,  
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION,  
RELATING TO THE WINDING UP AND DISSOLUTION OF THE CORPORATION**

We, the Board of Directors of EdFund, ("Corporation"), a California nonprofit public benefit corporation, held a special meeting on February 20, 2014 at 11040 White Rock Road, Rancho Cordova, California. The following Directors were present at the meeting: \_\_\_\_\_ .The meeting was publicly noticed and the Board of Directors took the following actions by unanimous consent:

WHEREAS, the purpose of the meeting was to consider the winding up and dissolution of the corporation; and

WHEREAS, pursuant to section 6610 of the California Corporations Code, a majority of the Board of Directors may authorize the voluntary wind up and dissolution of this corporation because the corporation has no members; and

WHEREAS, the Board of Directors has unanimously determined that it is in the best interests of this Corporation that it be wound up and dissolved.

RESOLVED, that the Board of Directors hereby unanimously elects to wind up and dissolve this Corporation;

RESOLVED, that the Board of Directors and officers are authorized and directed to take all appropriate actions to wind up and dissolve this corporation.

RESOLVED FURTHER, that the officers are authorized and directed to file all final returns with the California Franchise Tax Board.

RESOLVED FURTHER, that, on commencement of the proceedings to wind up the corporation, the officers or directors of this Corporation are hereby authorized and directed to prepare, execute, and file such other documents and take such other action as may be necessary or reasonable to complete the dissolution and wind up the corporation's affairs, including the filing of a Certificate of Dissolution as required by Section 6615 of the Corporations Code of California.

Dated: February \_\_\_\_, 2014

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Ana Beltran, Chair/President

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Jamillah Moore, Secretary

**RESOLUTION OF THE BOARD OF DIRECTORS OF EDFUND,  
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WHEREAS, pursuant to section 6610 of the California Corporations Code, a majority of the Board of Directors may authorize the voluntary wind up and dissolution of this corporation because the corporation has no members; and

WHEREAS, the Board of Directors has determined that it is in the best interests of this Corporation that it be wound up and dissolved.

RESOLVED, that the Board of Directors hereby elects to wind up and dissolve this Corporation;

RESOLVED, that the Board of Directors and officers are authorized and directed to take all appropriate actions to wind up and dissolve this corporation.

RESOLVED FURTHER, that the officers of this corporation or a majority of the directors currently in office are authorized and directed to execute and verify a Certificate of Election to Wind Up and Dissolve in accordance with Corporations Code section 6611, to file the Certificate with the California Secretary of State, and to file a copy of that Certificate with the California Attorney General.

RESOLVED FURTHER, that the officers are authorized and directed to file all final returns with the California Franchise Tax Board.

RESOLVED FURTHER, that, on commencement of the proceedings to wind up the corporation, the officers or directors of this Corporation are hereby authorized and directed to prepare, execute, and file such other documents and take such other action as may be necessary or reasonable to complete the dissolution and wind up the corporation's affairs, including the filing of a Certificate of Dissolution as required by Section 6615 of the Corporations Code of California.

Dated: February \_\_\_\_, 2014

\_\_\_\_\_  
Ana Beltran, Chair/President

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Jamillah Moore, Secretary