

RESOLUTION NO. 06-042425

**RESOLUTION OF THE BOARD OF TRUSTEES
OF THE MOUNTAIN VIEW WHISMAN SCHOOL DISTRICT
APPROVING THE FORMATION OF A NON-PROFIT CORPORATION
TO GOVERN STAFF HOUSING AT 699 N. SHORELINE BLVD.**

WHEREAS, the Mountain View Whisman School District (the "District") is a school district duly organized under the laws of the State of California;

WHEREAS, in order to advance and support the educational mission of the District, including with respect to the District's efforts to attract and retain qualified educational employees, the District has built, established and is currently operating that certain teacher and staff housing facility known as "Mountain View Whisman at the Sevens" in partnership with the City of Mountain View (the "Housing");

WHEREAS, the Board of Trustees of the District (the "Board") now wishes to provide for the smooth, purposeful and efficient operation of the Housing by placing the responsibility for governing the Housing under the responsibility of a non-profit corporation to be formed by the District for that purpose;

WHEREAS, the Board has determined that it is in the best interest of the District to establish the MVW Residences Corporation, to be so named and approved by this Board, as a California nonprofit public benefit corporation (the "Corporation"), to govern the Housing;

WHEREAS, to that end, the "Articles of Incorporation of MVW Residences Corporation" (the "Articles") and "Bylaws of the Corporation" have been presented to this Board for its review and approval; and

WHEREAS, it appears to the Board that the approval, execution, and delivery, as appropriate, of the Articles and the Bylaws are desirable and in the best interests of the District.

NOW, THEREFORE, be it resolved by the Board of Trustees of the Mountain View Whisman School District, Santa Clara County, California, as follows:

Section 1. Recitals. The Board hereby finds and determines that the foregoing recitals are true and correct.

Section 2. Establishment of Corporation. The Board hereby directs the Superintendent or his designee, to establish the MVW Residences Corporation, the mission statement for which is attached hereto as Exhibit A and hereby adopted and approved.

Section 3. Approval of the Articles. The proposed form of the Articles relating to the incorporation of the Corporation, as presented to this meeting, is hereby approved. The Superintendent of the District, or his designee, is hereby authorized and directed, for and on behalf of the District, to execute and deliver to legal counsel, the Articles in substantially said form, with such changes therein as the Superintendent, or his designee, with the advice of legal counsel, may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof. The Board hereby further directs the Superintendent to file, or cause to be filed, the Articles with the California Secretary of State and to take such other related actions as are necessary to establish and form the Corporation.

Section 4. Approval of the Bylaws. The proposed form of the Bylaws relating to the Corporation, as presented to this meeting, is hereby approved. The Superintendent of the District, or his designee, is hereby authorized and directed, for and on behalf of the District, to execute and deliver to legal counsel, the Bylaws in substantially said form, with such changes therein as this Board or the Superintendent, or his designee, with the advice of legal counsel, may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 5. Appointment of Initial Board Members. The Board shall select and appoint those individuals as described in the Bylaws to serve as the Corporation's initial board of directors through a selection process to be conducted by this Board. The Board hereby expresses its intent to convene a Board of Directors with the knowledge and expertise that best serves the highest functioning of the Housing to meet the needs of District staff who are residents.

Section 6. Authorization of Officers to Execute Documents. The Board hereby authorizes and directs the Superintendent, or his designee, and the officials and staff of the District, and each of them individually, to do any and all things and to execute and deliver any and all documents that they may deem necessary or advisable in order to complete the formation of the Corporation (which includes obtaining federal and state tax-exempt status for the Corporation), and otherwise to carry out, give effect to and comply with the terms and intent of this Resolution. All actions heretofore taken by the District's officers, officials and staff that are in conformity with the purposes and intent of this Resolution are hereby ratified, confirmed and approved in all respects.

Section 7. Effective Date. This Resolution shall take effect from and after its date of adoption.

APPROVED, PASSED, AND ADOPTED by the following vote of the members of the Board of Trustees of the Mountain View Whisman School District, Santa Clara County, California, on the 24th day of April, 2025, by the following vote:

AYES: _____
NOES: _____
ABSENT: _____
ABSTAIN: _____

President, Board of Trustees
Mountain View Whisman School District

ATTEST:

Secretary, Board of Trustees
Mountain View Whisman School District

EXHIBIT A

Mission Statement of the Corporation

The MWV Residences Corporation is established with the following mission:

"We provide affordable, well-maintained housing for MVWSD staff in order to attract and retain staff members and strengthen community connections for the benefit of our students."