

RESOLUTION NO. 16-06

**RESOLUTION OF THE BOARD OF DIRECTORS OF THE
MORAGA-ORINDA FIRE PROTECTION DISTRICT
APPROVING THE FORMATION OF THE
MORAGA-ORINDA FIRE PROTECTION DISTRICT
PUBLIC FACILITIES FINANCING CORPORATION AS A
CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION AND
RELATED MATTERS**

WHEREAS, the Moraga-Orinda Fire Protection District (the "District") desires to finance the acquisition, construction and improvement of public buildings, works and equipment for the District, together with site development, landscaping, utilities, furnishings and appurtenance and related facilities (the "Public Financings"); and

WHEREAS, this Board of Directors has determined that accomplishment of the Public Financings can be facilitated by the formation of California nonprofit public benefit corporation by the District; and

WHEREAS, this Board of Directors wishes at this time to approve the formation of a California nonprofit public benefit corporation to be known as Moraga-Orinda Fire Protection District Public Facilities Financing Corporation (the "Corporation"), in order to facilitate the Public Financings; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Moraga-Orinda Fire Protection District that it hereby:

Section 1. Findings. The Board of Directors hereby finds that formation of the Moraga-Orinda Fire Protection District Public Facilities Financing Corporation will provide assistance to the District through facilitating the Public Financings.

Section 2. Formation of Corporation. The Board of Directors hereby authorizes and approves the formation of the Corporation under the Nonprofit Public Benefit Corporation Law of the State of California (California Corporations Code Section 5110 et seq.), for the purpose of facilitating the Public Financings.

Section 3. Approval of Articles of Incorporation. The Board of Directors hereby approves the Articles of Incorporation in the form on file with the Clerk to the Board and authorizes the formation of the Corporation pursuant to the Articles of Incorporation.

Section 4. Governing Board of the Corporation. The Corporation shall be governed by a board of directors (the "Corporation Board") consisting of the members of the Board of Directors of the District. Following the formation of the Corporation, the Corporation Board shall hold a special meeting to consider approving Bylaws, appointing officers and authorizing other organizational matters.

PASSED, APPROVED and ADOPTED this 16th day of March, 2016 at a regular meeting of the Board of Directors of the Moraga-Orinda Fire Protection District held on March 16, 2016, at 1500 St. Mary's Road, Moraga, California 94556, on a motion made by Director Evans, seconded by Director Barber, and duly carried with the following vote.

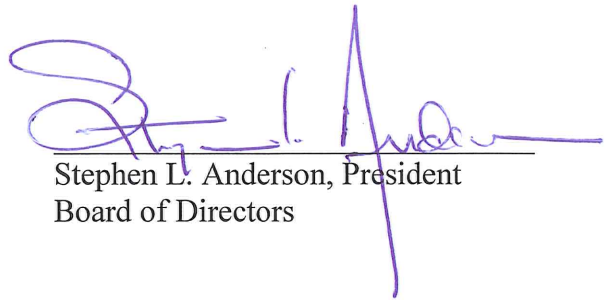
AYES: Directors Anderson, Barber, and Evans

NOES: Director Weil

ABSENT: Director Famulener

ABSTAIN: None

Dated: March 16, 2016



Stephen L. Anderson, President
Board of Directors

ATTEST:



Grace Santos, District Clerk