

DRAFT 10/9/2025 *sqf*

RESOLUTION NO. _____

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE
SUNNYVALE INDUSTRIAL DEVELOPMENT AUTHORITY
PROVIDING FOR CERTAIN ORGANIZATIONAL
MATTERS**

WHEREAS, the Sunnyvale Industrial Development Authority (the "Authority") has been activated by Ordinance No. 3245-25, adopted by the City Council of the City of Sunnyvale (the "City") on September 9, 2025 (the "Ordinance"), and under the California Industrial Development Financing Act, Title 10 (commencing with Section 91500) of the California Government Code (the "Act"); and

WHEREAS, the City Council declared in the Ordinance that the City Council would be the governing board of the Authority, which governing board shall be designated the Board of Directors; and

WHEREAS, the Board of Directors of the Authority desires to elect and designate officers of the Authority and establish meeting dates for the Board of Directors.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE SUNNYVALE INDUSTRIAL DEVELOPMENT AUTHORITY, THAT:

1. The Board of Directors hereby finds and determines that the foregoing recitals are true and correct.

2. The Board of Directors hereby ratifies the City Council's declaration in the Ordinance that the City Council shall be the Board of Directors of the Authority. Under Section 91524 of the Act, the Board of Directors hereby elects and designates the officers of the Authority, as follows:

- Chairperson: The Mayor of the City of Sunnyvale is hereby elected as Chairperson of the Authority.
- Vice-Chairperson: The Vice-Mayor of the City of Sunnyvale is hereby elected as Vice-Chairperson of the Authority. The Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson.
- Executive Director: The Executive Director of the Authority shall be the City Manager of the City. The Executive Director shall be the chief executive officer of the Authority with general supervision over the administration of the business and affairs of the Authority, including the preparation of the annual budget, subject to the direction of the Board of Directors. At each meeting of the Board of Directors, the Executive Director shall submit such recommendations and information as considered properly concerning the business, affairs and policies of the Authority. The assistants or deputies to the City Manager are hereby designated as assistants or

deputies of the Executive Director. The Executive Director shall have such other duties as shall be set forth in a resolution of the Board of Directors.

- Secretary: The City Clerk of the City of Sunnyvale is hereby designated as Secretary of the Authority. The assistants or deputies to the City Clerk are hereby designated as assistants or deputies of the Secretary. The Secretary shall be responsible for maintaining the records of the Authority, preparing the agenda and notices for all Board of Directors meetings, and performing all duties incident to that office. The Secretary shall keep the seal of the Authority in safe custody, and shall have power to affix such seal to all contracts and instruments authorized to be executed by the Authority. The Secretary may delegate these responsibilities to the designated deputy or assistants.
- Treasurer: The Finance Director of the City is hereby designated as the Treasurer of the Authority. The assistants or deputies to the Finance Director of the City are hereby designated as assistants or deputies of the Treasurer. In the event there is no longer a Finance Director of the City, the Treasurer of the City shall be the Treasurer of the Authority. The Treasurer shall have care and custody of all funds of the Authority. The Treasurer shall deposit all funds, or cause to be deposited, in the name of the Authority at such bank or banks that are selected from time to time, shall sign all orders and checks for the payment of money and shall pay out and disburse such money under the direction of the Executive Director. The Treasurer shall provide for an independent audit of the Authority's accounting of financial records, utilizing the services of the City designated auditor, and such report shall be presented to the Authority in January of each year. The Treasurer shall have such other duties as shall be set forth in a resolution of the Board of Directors.

3. The Board of Directors hereby declares that this resolution constitutes a certificate of a majority of the authorized number of directors as to the Secretary of the Authority for the purposes of Section 91524(d) of the Act.

4. The Board of Directors hereby appoints the City Attorney of the City to act as General Counsel for the Authority. The General Counsel shall represent the legal interests of the Authority, provide legal advice to the Authority's officers, prepare and approve as to form legal documents to implement policies established by the Board of Directors, and represent the Authority in legal proceedings, subject to the direction of the Board of Directors.

5. The Authority hereby delegates authority to the City to perform the services of the Authority officers described in this Resolution, including the services of the Executive Director, Treasurer, Secretary and General Counsel and the assistants and deputies of those officers.

6. The City Manager and the Executive Director shall (as part of the budget processes for the City and the Authority) propose the scope of services to be performed by City employees on behalf of the Authority as described in this Resolution. The budgeted services are subject to approval by the Board of Directors and the City Council. The budgeted services may be amended from time to time by resolutions approved by the Board of Directors and the City Council. The

budgeted services may include the designation of City employees (in addition to the officers identified in this Resolution) authorized to perform services on behalf of the Authority. The budgeted services may include advances of payments of funds by the City on behalf of the Authority. City employees performing services on behalf of the Authority shall be subject to all rules and regulations governing the conduct of City employees (as set forth in the City Charter, City ordinances and resolutions, and other City rules and regulations as duly adopted by the City Council or the City Manager), including the City's personnel rules and regulations and the City's conflict of interest code.

In return for the services provided by the City as described in the previous section, the Authority shall compensate the City in accordance with budgets approved by the Board of Directors. The compensation may include all reasonable costs related to the budgeted services, including costs of the Personnel Department, general administration and overhead. The City shall submit to the Authority a statement of the costs incurred by the City in rendering services to the Authority and the Authority shall pay such costs in the manner reasonably required by the City.

The Board of Directors hereby authorizes the Executive Director to execute on behalf of the Authority a cooperative agreement with the City to the extent necessary to implement the provisions of this Resolution.

7. The Board of Directors hereby declares that it shall conduct regular meetings on the same date, at the same time and at the same location as the regular meetings of the City Council of the City of Sunnyvale. Such regular meetings may occur either during or after the regular meetings of the City Council, but may not commence earlier than the starting time for the regular meetings of the City Council.

The Board of Directors hereby declares that all meetings of the Board of Directors will be called, noticed, held and conducted subject to the provisions of the Ralph M. Brown Act (Chapter 9 of Part 1 of Division 2 of Title 5 of the California Government Code), or any successor legislation hereinafter enacted (the "Brown Act").

The Board of Directors hereby declares that if the Secretary does not post an agenda for a regular meeting pursuant to the Brown Act, then such failure to post shall be deemed to be a determination by the Chairperson that no items required discussion and, therefore, that the regular meeting has been cancelled, except as otherwise provided in the Brown Act.

The Board of Directors hereby declares that it may hold special meetings at any time and from time to time in accordance with the Brown Act.

8. This Resolution shall take effect immediately upon its passage and adoption.

Adopted by the Board of Directors of the Sunnyvale Industrial Development Authority at a meeting held on October 21, 2025, by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

RECUSAL:

ATTEST:

APPROVED:

Secretary
(SEAL)

Chairperson

APPROVED AS TO FORM:

General Counsel