

RESOLUTION NO. 25-__

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF CUPERTINO
REQUESTING AMENDMENTS TO THE JOINT POWERS AGENCY
AGREEMENT AND BYLAWS OF THE CITIES ASSOCIATION OF SANTA
CLARA COUNTY TO ENSURE FAIR AND DEMOCRATIC
REPRESENTATION**

WHEREAS, the City of Cupertino is committed to promoting transparency, accountability, and democratic representation in all regional and intergovernmental bodies in which it participates, including the Cities Association of Santa Clara County ("CASCC").

WHEREAS, in January 2024, a Joint Powers Agency Agreement ("JPA") became effective, and reorganized the prior unincorporated association into a Joint Powers Agency. A copy of the JPA is attached as Exhibit A. In May 2024, the CASCC adopted Bylaws pursuant to Article 26 of the JPA. A copy of those Bylaws is attached as Exhibit B.

WHEREAS, the City of Cupertino, as a member agency of the CASCC, is concerned that certain provisions of the JPA undermine the fair and democratic representation of its member cities.

WHEREAS, the JPA sets forth as among its goals the development of consensus positions on issues of regional concern, the advancement of a unified legislative voice on behalf of its members, and respect for local control.

WHEREAS, the City Council of Cupertino finds that certain provisions of the JPA and Bylaws are inconsistent with those goals and create opportunities for undemocratic practices that concentrate unchecked decision-making authority in the CASCC Executive Committee.

A. Executive Committee Membership

WHEREAS, the JPA allows two of its five Executive Committee members to serve regardless of whether those two members were appointed by their city councils as either Directors or alternates to the organization's Board of Directors,

thereby permitting two individuals to hold Executive Officer positions without a direct mandate from their home cities' governing bodies.

WHEREAS, this structure enables certain individuals to act as Executive Officers on behalf of their cities without having been appointed by, or accountable to, their city's city councils, contrary to principles of representative governance.

WHEREAS, this issue can be remedied by amending Article 10 of the JPA to ensure 1) that Executive Officer offices are held by member cities, not by their individual council members or appointed directors, and 2) that all Executive Officers be members or alternates to the Board of Directors, all of whom must be appointed by their respective city councils, pursuant to Article 8 of the JPA.

B. Legislative Action Committee Chair

WHEREAS, the Legislative Action Committee ("LAC") is comprised of one representative from each member agency (JPA, Art 12; Bylaws Article VI, Section 1(b)), but these representatives do not elect the Chair of the LAC from its membership. Instead, the JPA automatically designates the Chair of the LAC is to be held by the Second Vice Chair of the Executive Committee. (JPA, Art. 12.)

WHEREAS, the Second Vice Chair is not required to be and often is not a member or alternate of the Board of Directors, and therefore has not necessarily been appointed by their city council, yet still the Chair exercises significant legislative agenda-setting authority on behalf of CASC.

WHEREAS, this structure also conflicts with Article 12 of the JPA and Article VI, Section 1 (b) of the Bylaws, both of which provide that no more than one representative from each jurisdiction shall serve on the LAC, a rule undermined when a member city has both its appointed representative as a member of the LAC, as well as its Second Vice Chair serving as the Chair of the LAC.

C. Election Timing

WHEREAS, Article IV, Section 2(b) of the Bylaws requires elections for Executive Officers occur in November of each year, a schedule that may conflict

with the seating of newly elected or re-elected city councilmembers in many jurisdictions.

WHEREAS, this restriction is unnecessary, as the Board of Directors is capable of establishing election timelines without a rigid calendar requirement.

NOW, THEREFORE, BE IT RESOLVED,

That the City Council of the City of Cupertino hereby requests that the Board of Directors of the Cities Association of Santa Clara County amend its Joint Powers Agency Agreement and Bylaws as follows:

1. Amend Article 10 of the JPA to require that all Executive Officer offices are held by member cities, not by individual council members or appointed directors, and that all Executive Officers be appointees or alternates to the Board of Directors.
2. Amend Article 12 of the JPA to provide that the Chair of the Legislative Action Committee shall be elected by and from the duly appointed representatives of the LAC, consistent with the one-representative-per-jurisdiction rule of Article 12 of the JPA, and Article VI of the Bylaws.
3. Amend Article VI, Section 2(b) of the Bylaws to eliminate the November requirement for Executive Officer elections, and instead permit the Board of Directors to set election timelines that align with member agencies' council seating schedules.

BE IT FURTHER RESOLVED,

That the City Council of the City of Cupertino directs the Mayor, or the Mayor's designee, to transmit this Resolution and its attached Exhibits A and B, along with a cover letter introducing these changes, to the Cities Association of Santa Clara County for discussion and action at the October 9, 2025 meeting of its Board of Directors.

PASSED AND ADOPTED at a regular meeting of the City Council of the City of Cupertino this 7th day of October, 2025, by the following vote:

Members of the City Council

AYES:

NOES:

ABSENT:

ABSTAIN:

<p>SIGNED:</p> <p>_____</p> <p>Liang Chao, Mayor City of Cupertino</p>	<p>_____</p> <p>Date</p>
<p>ATTEST:</p> <p>_____</p> <p>Kirsten Squarcia, City Clerk</p>	<p>_____</p> <p>Date</p>