<div align="center">

RESOLUTION NO. _____

A RESOLUTION OF THE CITY OF SANTA CLARA, CALIFORNIA ADOPTING THE CITY OF SANTA CLARA INTERNAL AUDIT CHARTER

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BE IT RESOLVED BY THE CITY OF SANTA CLARA AS FOLLOWS:

WHEREAS, the City Auditor's Office function is an independent and objective assurance consulting activity that is designed to add value and improve City operations; and

WHEREAS, the authority of the City Auditor's Office is granted by the City Charter, section 900; and

WHEREAS, the City Auditor's Office has agreed to adhere to the Institute of Internal Auditors' mandatory guidance including the Definition of Internal Auditing, the Code of Ethics and the International Standards for the Professional Practice of Internal Auditing; and

WHEREAS, the Internal Audit Charter is a mandatory element of the Internal Standards for the Professional Practice of Internal Auditing; and

WHEREAS, the City Council deems it to be in the best interest of the City of Santa Clara to accept the City Auditor's recommendation to adopt an Internal Audit Charter that would establish, among other things, the purpose, authority, and responsibilities of the City Auditor's Office and provide authorization for internal auditors to gain full, free, and unrestricted access to all records, physical properties and personnel, to the extent permitted by other applicable law;

NOW THEREFORE, BE IT FURTHER RESOLVED BY THE CITY OF SANTA CLARA AS FOLLOWS:

1.   That the Internal Audit Charter (attached hereto) is hereby adopted.

2.   <u>Effective date</u>. This resolution shall become effective immediately

I HEREBY CERTIFY THE FOREGOING TO BE A TRUE COPY OF A RESOLUTION PASSED AND ADOPTED BY THE CITY OF SANTA CLARA, CALIFORNIA, AT A REGULAR MEETING THEREOF HELD ON THE 9th DAY OF JULY, 2019, BY THE FOLLOWING VOTE:

AYES: COUNCILORS:

NOES: COUNCILORS:

ABSENT: COUNCILORS:

ABSTAINED: COUNCILORS:

ATTEST: _____
                                    NORA PIMENTEL, MMC
                                    ASSISTANT CITY CLERK
                                    CITY OF SANTA CLARA

Attachments incorporated by reference:
   1.   Internal Audit Charter