

RESOLUTION NO. 2015-01

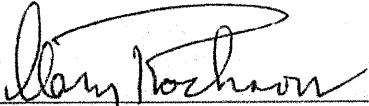
A RESOLUTION OF THE GROUP 2 CITIES WORKING GROUP OF THE VTA POLICY
ADVISORY COMMITTEE ADOPTING REVISED BY-LAWS


WHEREAS, the members of the VTA Group 2 Cities Working Group created a set of by-laws to govern itself and the selection of its VTA Board representative on November 18, 2011;

WHEREAS, in 2015 the VTA Group 2 Cities Working Group reviewed said by-laws and determined amendments were needed in order for the Group 2 to be best represented at the VTA Board;

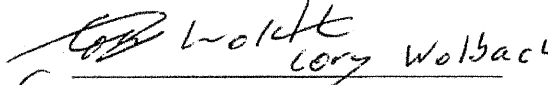
WHEREAS, the VTA Group 2 Cities Working Group has unanimously agreed with recommended changes and deems the amended by-laws are in the best interest of each of the Cities they represent;

NOW THEREFORE, BE IT RESOLVED that the Group 2 Cities Working Group does hereby adopt the revised by-laws shown in Exhibit A on November 03, 2015.


Mary Prochnow, Councilmember
City of Los Altos


John McAlister, Councilmember
City of Mountain View


John Harpootlian, Councilmember
Town of Los Altos Hills


(for Liz Kniss, Councilmember)
City of Palo Alto

**VTA “North County Cities Group” (aka Group 2 Cities)
Procedure for Appointment of Board Member Representation
and Expectations of the Board Member**

Background: The VTA Board of Directors sets VTA policy. The Board has 18 members and ex-officio members, all of whom are elected officials appointed to serve on the Board by the jurisdictions they represent. Fifteen Directors are city council members and three are County Supervisors. Twelve Directors serve as voting members and there are six Directors who serve as alternates. Group 2 Cities (aka North County Cities) has one voting member of the Board and one alternate.

The purpose of this document is to define the procedures for appointing the Group 2 Cities Board Member and Alternate AND to provide expectations of the appointees as it relates to Group 2.

Membership: The Group 2 Cities Working Group is composed of the VTA Policy Advisory Committee (PAC) members and their alternates who represent the cities of Los Altos, Los Altos Hills, Mountain View and Palo Alto, as well as the Group 2 VTA board member. PAC and Board alternates are also encouraged to attend. Should the PAC position for any of these cities be vacant at the time of the election, that city council may appoint a councilmember to participate in the working group.

Voting Membership: PAC members who represent the Group 2 cities shall be the voting members of the working group. Should the PAC position for any of these cities be vacant at the time of the election, that city council may appoint a councilmember to participate in the election. Should the PAC member for any city be unavailable at the time of the election, but the PAC Alternate is available, the Alternate may vote on behalf of his city.

Appointment of VTA Board Member

VTA Board members may serve a maximum of two (2) two-year terms. The appointment of the Group 2 member of the board is made through an election process that takes place in odd years and is guided by a nomination rotation that gives first opportunity to the next city in the rotation. The following outlines the procedures for conducting the election.

Election Time Frame: No earlier than November and no later than December of every odd year.

Nomination Rotation: Nominations will rotate in the prescribed order so as to give each city an opportunity to have a representative serve at the VTA Board level. The order shall continue as:

Los Altos
Mountain View
Los Altos Hills
Palo Alto and so on

Qualification and Consideration of Nominees: Consideration will be given first to the re-election of the sitting board member and secondarily to the city rotation. Nominees must be incumbent city councilmembers who will not face a term limit¹ before the end of the two-year VTA Board term under consideration.

In order to satisfy the enabling legislation's requirement that "the appointing powers shall appoint individuals who have expertise, experience, or knowledge relative to transportation issues," each nominee must meet at least one of the following criteria:

- At least one year's service on the Transit District Board (the VTA Board or the County Board of Supervisors prior to 1994).
- At least one year's service on a policy advisory body that reports directly to the Transit District Board (the Policy Advisory Committee, Policy Advisory Board, the Citizens' Advisory Committee, or the former County Transportation Commission).
- Any other transportation policy credential deemed relevant by the majority of the Group 2 Cities as meeting the intent of the experience requirement.

A VTA Board member may not serve simultaneously on the PAC in any capacity, but an Alternate member may simultaneously serve on the PAC.

Re-election: By November 1 of the election year, the current Board member shall notify the working group of whether s/he intends to seek a 2nd term. If the member is eligible to complete the upcoming two-year board term, then that person will be considered the nominee. If the sitting Board member is not eligible or does not wish to seek a 2nd term, then nominees shall be provided as described below.

Board Member Nomination Process: The City Council of the city whose turn it is to nominate ("nominating city") may nominate up to two of its qualified councilmembers for the VTA Board. The nominees can be put forth simultaneously or serially (in the event that the first nominee is not elected). A nominating city with no qualified councilmembers may not make a nomination. The nominating city also has the option of declining to nominate any of its councilmembers. In the case of no eligible candidates or the nominating city declines to make a nomination, the option to nominate shall pass to the next city in the rotation. The nominating city shall notify the group of whether it intends to nominate a candidate by November 1 of an election year. The choice of who to nominate will be at the discretion of the nominating city.

Nominees must be affirmed by a majority of the nominating city's Council. Each nominating city will have the opportunity to put forth two nominees for consideration. If neither succeeds, then the nomination process shall pass to the next city in order.

Alternate Board Member Nomination Process: Alternate Board members may be put forth by any city provided the person meets the qualifications noted below and the Alternate Board member does not come from the same city as the Board Member.

¹ Term Limit refers to the statutory limit on the number of consecutive terms an official may serve in their elected capacity.

The group shall give preference to selecting someone from the city next in the rotation. It is desirable that in addition to the qualifications below that the alternate have at least 4 years of councilmember eligibility remaining. This would enable the alternate to be eligible to become the Board Member at a future election.

Meeting of the Working Group for Purpose of Election: A meeting of the Group 2 membership shall be convened for the purpose of electing/re-electing the VTA Board member and alternate.

Quorum: Representatives from at least three of the Group 2 cities must be present in order for the election to proceed.

Presentations: Nominees will be given equal opportunities to present arguments for their election during the meeting, and before the election is held. The length of time per nominee will be three minutes.

Election Process: Election to the Board shall be accomplished by a show of hands of the voting members. Each city will have one vote. A majority vote constitutes a successful election.

The group will first vote on any member seeking re-election. If re-election is successful, then the group shall move on to selecting an Alternative. If unsuccessful, the group shall consider the nominees from the nominating city. Voting shall continue on each proposed nominee until a Board member and Alternate are selected.

Vacancies: Should the Board member resign from the Board or cease to be a city councilmember, that seat shall be declared vacant. The vacancy will be filled immediately and automatically by the Alternate, who will serve the remainder of the existing term. The newly-open Alternate position shall be filled by a vote of the voting members as described above.

Expectations of VTA Board Member

The VTA Board member shall keep the VTA Group 2 Cities Working Group apprised of items coming before the VTA Board, facilitate communications with the Group, and help build consensus with respect to policy matters the Group determines to be relevant to their Member Agency or VTA.

Amendments

This document may be amended by a resolution approved by all four members of the VTA Group 2 Cities Working Group. A meeting of the North County Board and PAC members shall be convened after this procedure has been in place for ten years, from its original adoption, in order to evaluate the fairness of the selection process and the quality of the Board members chosen.

“North County Cities Group” is comprised of Los Altos, Los Altos Hills, Mountain View and Palo Alto.

AMENDED November 03, 2015 by:

Mary Prochnow, Los Altos City Councilmember representing Los Altos
John Harpootlian, Los Altos Hills, City Councilmember representing Los Altos Hills
John McAlister, Mountain View City Councilmember representing Mountain View
Liz Kniss, Palo Alto City Councilmember representing Palo Alto

ADOPTED November 18, 2011 by:

Megan Satterlee, Los Altos City Councilmember representing Los Altos
Rich Larsen, Los Altos Hills City Councilmember representing Los Altos Hills
John Inks, Mountain View City Councilmember representing Mountain View
Gail Price, Palo Alto City Councilmember representing Palo Alto