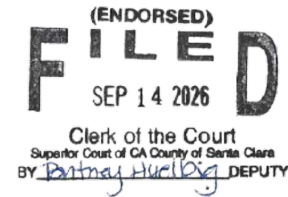


City of Palo Alto

Office of the Mayor and City Council



September 10, 2026

The Honorable Julie A. Emede
Presiding Judge
Santa Clara County Superior Court
191 North First Street
San Jose, CA 95113

**RE: City of Palo Alto Response to 2026 Santa Clara County Civil Grand Jury Report:
VTA's Management and Oversight of BART Silicon Valley Phase II**

Dear Judge Emede:

The following is the City of Palo Alto's response to the above-mentioned Grand Jury Report pursuant to California Penal Code §§ 933 and 933.05.

Civil Grand Jury Finding 6:

VTA Board Appointing Authority Groups 2 through 5 often do not follow VTA Administrative Code (Section 2-14) admonitions to "appoint individuals with appropriate experience and qualifications in transportation" and to "reappoint representatives to consecutive terms."

City of Palo Alto Response to Finding 6:

The City of Palo Alto disagrees with Finding 6, to the extent this finding applies to the City of Palo Alto and VTA Board Group 2. Group 2 Cities Working Group Resolution No. 2022-01 (enclosed herewith) governs the appointment of the Group 2 representative to the VTA Board. The Resolution incorporates the requirements of VTA Administrative Code section 2-14 into the appointment process, including (1) requirements for transportation-related experience and (2) a requirement that any eligible sitting Board Member or alternate be appointed to a second term after serving their first term. The Resolution also requires that appointment of the Board Member and alternate shall take place at a noticed meeting open to the public.

The last two Group 2 representatives (a Palo Alto Councilmember and Los Altos Councilmember) have both had relevant transportation experience, including local and regional experience with transportation issues and/or service on the VTA Policy Advisory Committee. The Palo Alto Councilmember continues to serve as an ex officio member of the VTA Board by virtue of his role as the Cities Association of Santa Clara County City Selection Committee representative to the Metropolitan Transportation Commission. In addition, both recent Group 2 appointees either served two terms on the VTA Board or are expected to do so, consistent with Resolution No. 2022-01.

City of Palo Alto

Office of the Mayor and City Council

Civil Grand Jury Recommendation 6:

VTA Board Appointing Authority Groups 2 through 5 should certify to the VTA Board that they will adhere to VTA Administrative Code (Section 2-14) admonitions, regarding Board member expertise and appointment to consecutive terms.

City of Palo Alto Response to Recommendation 6:

The City of Palo Alto has already implemented this recommendation to the extent it applies to the City and other Group 2 cities. Group 2 Cities Working Group Resolution No. 2022-01 complies with VTA Administrative Code section 2-14. Information regarding the two most recent Group 2 appointees to the VTA Board is provided in the City's response to Finding No. 6. No further report to the VTA Board is required.

Civil Grand Jury Finding 7:

VTA Board Appointing Authority Groups 2 through 5 have different processes for making Board Appointments.

City of Palo Alto Response to Finding 7:

The City of Palo Alto agrees with this finding. The VTA Administrative Code allows members of VTA Board Groups 2 through 5 to determine the process for appointing their respective Board members. The Administrative Code allows each group to have a different process. While Palo Alto lacks first-hand knowledge of the appointment processes for Groups 3 through 5, publicly available sources indicate that not all of the groups use the same process that Palo Alto and other Group 2 cities use to appoint their VTA Board members.

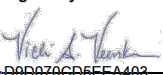
Civil Grand Jury Recommendation 7:

The cities represented in Appointing Authority Groups 2 through 5 should agree on a uniform process for making Board appointments.

City of Palo Alto Response to Recommendation 7:

This recommendation will not be implemented by the City of Palo Alto, because Palo Alto does not have authority over the VTA or other VTA members. However, Palo Alto and other Group 2 cities currently comply with VTA Administrative Code section 2-14. The City of Palo Alto remains open to discussing a uniform process for making Board appointments, consistent with the VTA Administrative Code.

Sincerely,

Signed by:

00D070CD6EEA403...
Vicki Veenker
Mayor

Enclosure

Resolution No 2022-01

Exhibit A

RESOLUTION NO. 2021

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 selection of its VTA Board representative on November 18, 2011; and

WHEREAS, on November 3, 2015, the VTA Group 2 Cities Working Group adopted Resolution No. 2015-01 amending the by-laws; and

WHEREAS, on October 30, 2018, the VTA Group 2 Cities Working Group adopted Resolution No. 2018-01 amending the by-laws; and

WHEREAS, in December 2021, the VTA Group 2 Cities Working Group reviewed said by-laws as revised in 2018 and determined amendments were needed in order for the Group 2 to be best represented at the VTA Board; and

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

WHEREAS, the Working Group representatives of Group 2 Cities have ratified the Working Group's recommended changes;

NOW THEREFORE, BE IT RESOLVED that the Group 2 Cities Working Group does hereby adopt the revised by-laws shown in Exhibit A on December 15, 2021

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.

Resolution No 2022-01

Exhibit A

The purpose of this document is to define the procedures for appointing the Group 2 Cities Board Member and Alternate and to provide expectation 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 Mountain View, Palo Alto, Los Altos, and Los Altos Hills, as well as the Group 2 VTA board member and Group 2 VTA Board alternate. Should the PAC position for any of these cities be vacant at the time of 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 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 their city. Should the PAC and Alternate 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.

Appointment of VTA Board Member

VTA Board member's term is a for two years with a maximum of two consecutive terms in Group 2. The appointment of the Group 2 VTA Board member is made through an election process that takes place in December of even years or the following January or when needed due to a vacancy, and is guided by a nomination rotation that gives opportunity to the next city in the rotation.

City Rotation: Nominations may rotate in the prescribed order rotation so as to give each city an opportunity to have a representative serve at the VTA Board level or unless voted on by the Working Group voting members to amend rotation. If a city is skipped over in the rotation, that city's City Council must request or approve the change in the rotation. The order shall be:

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

Qualification and Consideration of the Nominees: Nominees must be incumbent city councilmembers who will not face a term limit¹ before the end of the VTA Board term under consideration.

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

Resolution No 2022-01

Exhibit A

In order to satisfy the enabling legislation's requirement that "the appointing powers shall appoint individuals who have expertise, experience, or knowledge to transportation issues," each nominee must meet at least 2 of the following criteria:

1. At least one year's service on the VTA Board within the last 4 years.
2. At least one year's service on a policy advisory body that reports directly to the VTA Board (Policy Advisory Committee, Policy Advisory Board, the Citizens Advisory Committee) and has a minimum 80% attendance record.
3. Any other transportation policy credential deemed relevant by the majority of the Working Group as meeting the intent of the experience requirement within the last 4 years.
4. Demonstrate working knowledge of VTA.

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 of the election year, the current Board member or Alternate Board member shall notify the working group of whether they intend to seek a second 2-year term. If the member or alternate eligible to complete the upcoming board term, then that person will be considered the nominee. If the sitting Board member or Alternate is not eligible or does not wish to seek a second term, then the nominees shall be provided as described below.

Board Member Nomination Process: The City Council of the PAC member 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 councilmember 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 the 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 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 above and the Alternate Board member does not come from the same city as the Board Member.

The Working Group shall give consideration to selecting someone from the city next in the rotation. It is desirable that in addition to the qualifications above that the Alternate be eligible to become the Board Member at a future election.

Resolution No 2022-01

Exhibit A

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. This shall be a noticed meeting open to the public.

Quorum: Representatives from at least three of the Group 2 cities must be present in order for an 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 a second term. If re-election is successful, then the group shall move on to selecting an Alternate. 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 or cease to be a city councilmember, that seat shall be declared vacant. The seat shall remain with the current city and be filled by a selection of the current city council. That person will serve the remainder of the existing term.

Expectations of the 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 Working Group, and help build consensus with respect to policy matters the Working Group determines to be relevant to the Member Agency or VTA. The VTA Board member is the Chairperson of Group 2 Cities.

Amendments

This document may be amended by a resolution approved by a majority of the VTA Group 2 Cities Working Group. A meeting of the North County Board and PAC members shall be convened as necessary in order to evaluate the fairness of the selection process and the quality of the Board members.

AMENDED December 15, 2021 by:

Lynette Lee Eng, Los Altos City Councilmember representing Los Altos

Resolution No 2022-01

Exhibit A

George Tyson, Los Altos Hills City Councilmember representing Los Altos Hills
Ellen Kamei, Mountain View City Councilmember representing Mountain View
Lydia Kou, Palo Alto City Councilmember representing Palo Alto

AMENDED October 30, 2018 by:

Lynette Eng, Los Altos City Councilmember representing Los Altos
Lenny Siegel, Mountain View City Councilmember representing Mountain View
Liz Kniss, Palo Alto City Councilmember representing Palo Alto

AMENDED November 3, 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 28, 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