

Meeting Agenda

Special Joint MTC Planning Committee with the ABAG Administrative Committee

MTC Committee Members:

James P. Spring, Chair Anne W. Halsted, Vice Chair

Alicia C. Aguirre, Scott Haggerty, Steve Kinsey

Sam Liccardo, Julie Pierce

Non-Voting Members: Tom Azumbrado, Dorene M. Giacomini

Friday, December 4, 2015

10:00 AM

Lawrence D. Dahms Auditorium

This meeting is scheduled to be audiocast live on the Metropolitan Transportation Commission's
Website: www.mtc.ca.gov

1. Roll Call / Confirm Quorum

Quorum: A quorum of the Authority shall be a majority of its regular voting members (4).

2. Pledge of Allegiance

3. MTC Compensation Announcement - Committee Secretary

4. ABAG Compensation Announcement - Clerk of the Board

5. MTC / ABAG Merger Study - Committee Members

5. [15-1100](#)

Attachments:

[5 MTC ABAG Merger Study Memo and Attachment.pdf](#)

[5 MTC ABAG Merger Study - Handout - Ltr. from SF PLNG Dir. Rahaim.pdf](#)

5a. [15-1073](#) MTC and ABAG Objectives

Action:

Information

5b. [15-1072](#) Scope of Work

Action:

Information

5c. [15-1071](#) Consultant Selection Process

Action:

Information

5d. [15-1095](#) Agency Cost Sharing for Merger Study

Action:

Information

- 5e. [15-1074](#) Stakeholder Input / Technical Advisory Committee (including how to
address requests for speaking engagements)

Action: Information

6. Public Comment / Other Business

7. Adjournment / Next Meeting

The next meeting of the Special Joint MTC Planning Committee with ABAG
Administrative Committee will be held on January 22, 2016 at 10:00 a.m. in the
Lawrence D. Dahms Auditorium, First Floor, 101 Eighth Street, Oakland, CA.

Public Comment: The public is encouraged to comment on agenda items at Committee meetings by completing a request-to-speak card (available from staff) and passing it to the Committee secretary. Public comment may be limited by any of the procedures set forth in Section 3.09 of MTC's Procedures Manual (Resolution No. 1058, Revised) if, in the chair's judgment, it is necessary to maintain the orderly flow of business.

Meeting Conduct: If this meeting is willfully interrupted or disrupted by one or more persons rendering orderly conduct of the meeting unfeasible, the Chair may order the removal of individuals who are willfully disrupting the meeting. Such individuals may be arrested. If order cannot be restored by such removal, the members of the Committee may direct that the meeting room be cleared (except for representatives of the press or other news media not participating in the disturbance), and the session may continue.

Record of Meeting: Committee meetings are recorded. Copies of recordings are available at a nominal charge, or recordings may be listened to at MTC offices by appointment. Audiocasts are maintained on MTC's Web site (mtc.ca.gov) for public review for at least one year.

Accessibility and Title VI: MTC provides services/accommodations upon request to persons with disabilities and individuals who are limited-English proficient who wish to address Commission matters. For accommodations or translations assistance, please call 510.817.5757 or 510.810.5769 for TDD/TTY. We require three working days' notice to accommodate your request.

可及性和法令第六章：MTC 根據要求向希望來委員會討論有關事宜的殘疾人士及英語有限者提供服務/方便。需要便利設施或翻譯協助者，請致電 510.817.5757 或 510.817.5769 TDD / TTY。我們要求您在三個工作日前告知，以滿足您的要求。

Acceso y el Título VI: La MTC puede proveer asistencia/facilitar la comunicación a las personas discapacitadas y los individuos con conocimiento limitado del inglés quienes quieran dirigirse a la Comisión. Para solicitar asistencia, por favor llame al número 510.817.5757 o al 510.817.5769 para TDD/TTY. Requerimos que solicite asistencia con tres días hábiles de anticipación para poderle proveer asistencia.

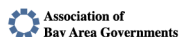
Attachments are sent to Committee members, key staff and others as appropriate. Copies will be available at the meeting.

All items on the agenda are subject to action and/or change by the Committee. Actions recommended by staff are subject to change by the Committee.



Metropolitan Transportation Commission

101 Eighth Street,
Joseph P. Bort MetroCenter
Oakland, CA



Legislation Details (With Text)

File #: 15-1100 **Version:** 1 **Name:**

Type: Report **Status:** Informational

File created: 11/30/2015 **In control:** Special Joint MTC Planning Committee with the ABAG Administrative Committee

On agenda: 12/4/2015 **Final action:**

Title:

Sponsors:

Indexes:

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Attachments: [5 MTC ABAG Merger Study Memo and Attachment.pdf](#)
[5 MTC ABAG Merger Study - Handout - Ltr. from SF PLNG Dir. Rahaim.pdf](#)

Date	Ver.	Action By	Action	Result
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Attachments



TO: Special Joint MTC Planning Committee with the ABAG
Administrative Committee

DATE: December 1, 2015

FR: ABAG Executive Director and MTC Executive Director

RE: MTC / ABAG Merger Study

On October 28, the MTC Commission and ABAG Administrative Committee approved resolutions calling for development of a merger study and merger implementation plan (MIP). Specifically, the resolutions include the provision below:

MTC and ABAG shall expedite the retention of a mutually acceptable consultant to conduct a jointly funded merger study and a merger implementation plan of MTC and ABAG to be completed by June 1, 2016. The study shall examine the policy, management, financial and legal issues associated with further integration, up to and including institutional merger between MTC and ABAG and shall set forth the specific plans benchmarks, and milestones for implementation. This plan shall be referred to as the proposed ABAG/MTC Merger Implementation Plan (MIP). The study and plan shall be governed by the joint MTC Planning and ABAG Administrative committees and be informed by the full participation of designated ABAG and MTC representatives through public meetings governed by the Brown Act.

For the complete resolutions, refer to the following web links:

- MTC Resolution No. 4210
(<https://mtc.legistar.com/LegislationDetail.aspx?ID=2501410&GUID=8AF1BF0C-5FBF-4A1D-B286-77B5445FA89A&Options=&Search=>)
- ABAG Administrative Committee Resolution No. 12-15
(http://abag.ca.gov/media/2015_merger/ABAG_Resolution_12-15.pdf)

MTC and ABAG Objectives

Fundamental to the effort and development of the scope of work is understanding the objectives of MTC Commissioners and ABAG Board members, both individually and collectively, for the merger study and MIP. Today's meeting provides an opportunity for sharing initial thoughts and perspectives on study objectives.

Scope of Work

While a preliminary scope of work (Attachment A) was developed for purposes of assessing qualifications and selecting a firm to assist with this effort, the actual scope of work will be discussed, directed, and finalized by the joint MTC Planning and ABAG Administrative Committee in the coming months. The development of the scope of work is a primary focus of today's meeting. Further, should a consultant be selected by the end of the month, they will be available to assist in further refinement of the scope of work.

Consultant Selection Process

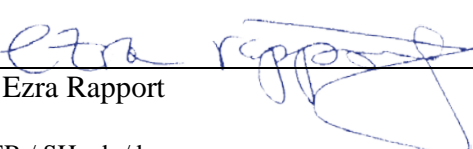
The consultant selection process is underway. A Request for Qualifications was released on November 5 and closed on November 20. The current anticipated schedule calls for a recommendation to be considered for concurrence by the MTC Planning and ABAG Administrative Committee at your Special December 11th meeting. Thereafter, the schedule assumes approval to authorize award by the MTC Commission at its December 16th meeting.

Agency Cost Sharing for Merger Study

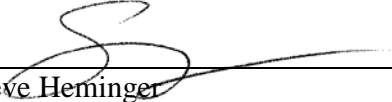
The estimated cost of the Merger Study and MIP is \$275,000, although the cost will be refined once a consultant is selected and the scope of work has been finalized. MTC is in the process of amending its budget to take funding from reserves for the purpose of entering into a contract to start the merger study. However, based on the approved resolution that calls for joint-funding of the study, the specific cost share and mechanism for jointly funding the study must be defined.

Stakeholder Input / Technical Advisory Committee

Over the last several months, ABAG Board members and MTC Commissioners have heard from many stakeholders that regional planning and governance is important for the Bay Area and a study to discuss changes to the current structure should involve stakeholder input. This item provides an opportunity to discuss appropriate forums for such input. Another important issue is how the joint MTC Planning and ABAG Administrative Committee want to address requests for staff to come and speak at various meetings on the merger study. Staff is sensitive to this being a study led by the governing boards through the joint Committee so board member participation may be more appropriate.



Ezra Rapport



Steve Heminger

ER / SH: ab / bp

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ATTACHMENT A, PRELIMINARY SCOPE OF WORK (EXCERPT FROM RFQ)

The successful Proposer's preliminary scope of work is listed below. All required services shall be authorized by Task Order.

As required by MTC resolution No. 4210 and ABAG Administrative Committee Resolution No. 12-15, the Consultant shall perform a merger study and assist the agencies in developing a MIP. The study shall examine the policy, management, financial and legal issues associated with further integration of ABAG and MTC, up to and including institutional merger between MTC and ABAG. The MIP shall be comprised of the specific plans, benchmarks, and milestones for implementation of any further integration, up to and including institutional merger of MTC and ABAG. The study and MIP shall be governed by the joint MTC Planning and ABAG Administrative committees and be informed by the full participation of designated ABAG and MTC representatives through public meetings governed by the Brown Act.

Any interviews as part of a task will be solely for the purpose of gathering information and shall not be used to transmit views between or among MTC or ABAG board or committee members.

The detailed and final work plan will be developed in consultation with the joint MTC Planning and ABAG Administrative committees. The tasks below are examples of tasks and the type of work that may be involved in the effort:

Task 1. Develop Work Plan and Schedule

This task could involve a kick-off meeting with the joint MTC Planning and ABAG Administrative committees and interviews with the committee members, other Board and Commission members and staff. The task could include interviews to discuss the vision for the region, outcomes desired from an MTC/ABAG integration or merger, and concerns related to the further integration or merger of the two agencies. The final work plan should incorporate input received from the joint MTC and ABAG Administrative committees during the kick-off meeting and/or interviews, and clarify project goals and objectives, describe project management, identify milestones, budget, and schedule, and create oversight procedures. Consultant could submit the final work plan for approval by the joint MTC Planning and ABAG Administrative Committees

Task 2. Review Past Efforts to Integrate or Merge MTC and ABAG and Current Need for Integrated Regional Planning

This task could involve a literature review about past efforts to integrate or merge MTC and ABAG. Further, the task could include stakeholder interviews and focus groups with local elected officials and staffs working in the fields of land use, transportation, environment, economy, and equity about the most significant issues facing the Bay Area in the regional planning arena, and how ABAG and MTC currently support these issue areas and recommended areas for improvement. The purpose of this task is to ensure that the remaining consultant work is focused on integration or merger efforts that address regional transportation and land use planning issues and takes into account successful regional integration and merger models in California and elsewhere.

Task 3: Financial Review and Capital Assets

This task could include an analysis of the financial status and capacity of each agency, including interviews with MTC/ABAG Finance/Treasury/Debt staff as appropriate. Among the types of financial analysis to be considered are the cost of employees including salaries, benefits, overhead as well as long term liabilities including pension and other post-employment unfunded liabilities.

Task 4: Organization and Human Resource/Labor Review

This task could include an analysis and summary of the current organizational structures, staffing plans, position classifications, salary and benefits, employee labor representation and other related topics of each organization and identify key areas to be considered should functional consolidation or institutional merger be pursued. This task could also include confidential interviews with employees to better understand their skills/interests/ideas of how they might fit into a merged planning department or agency. This task could include alternative organizational structures.

Task 5: Mission/Authority

This task could consider the mission and authority as well as duties/functions of national peer MPOs and COGs – that appear to have the same complexity as the Bay Area – to provide context to the current mission and authority of MTC and ABAG and whether a further integrated or merged agency should have modifications to the mission and authority.

Task 6. Structure and Governance

This task could include a review of information provided to the Consultant regarding the current form of governance of each agency, including relevant statutory, legal and fiduciary responsibilities and requirements, as well as other regional governance models, based on an evaluation of other regional agency governance structures in California and nationally for MPOs and COGs, or other agencies responsible for similar work. Consultant could then facilitate a discussion of the joint MTC Planning and ABAG Administrative Committees to seek feedback and to narrow the governance models under consideration.

Task 7: Merger Implementation Plan

Based on the tasks above, recommend specific plans, benchmarks, and milestones for implementation that will inform the Boards of MTC and ABAG in their consideration of a more integrated or fully merged agency.



SAN FRANCISCO PLANNING DEPARTMENT

December 3, 2015

Mr. James P. Spering
Chair of Joint MTC Planning Committee & ABAG Administrative Committee
Association of Bay Area Governments
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Re: MTC/ABAG Merger Study, Item 5 for December 4, 2015 Joint Committee Meeting

Mr. Spering:

I'm writing today to evidence my continuing commitment to regional collaboration on planning issues, as I have pledged during your prior deliberations on this topic. Your agenda today necessitates engaging on the critical issue of studying the potential merger of regional planning functions and I hope others will join in. Regional collaboration is essential for us to address not only land use and transportation, but also a host of issues facing the Bay Area today including climate change, economic inequality, and health issues. The importance of your work to the region has been evident over the last several months, as many stakeholders have expressed opinions about potential changes to the regional government structure. I am grateful that MTC and ABAG have agreed that such changes be thoughtfully studied and involve stakeholder input.

As this process advances, the Joint MTC Planning Committee & ABAG Administrative Committee meeting on December 4, 2015 provides another opportunity input before the Joint Committee is scheduled to recommend a consultant at the December 11th meeting.

In your deliberations today and next week, I would urge you to go broader with the vision for the merger vision and wider in the avenues that you offer for transparency. Specifically, I urge you to consider the following three concepts.

1. **Broaden the scope of the published RFQ.** The existing Request for Qualifications should be written to ask: What should be the role of a regional planning agency? As currently written, it focuses only on how the existing agencies could be merged, without putting that in the context of larger goals and objectives.
2. **Ensure transparency.** I appreciate the importance of maintaining the momentum for change. At the same time, in order for the process to be embraced there must be transparency. For this reason, I suggest creating mechanisms for getting perspectives from outside the existing regional governance structure, on an on-going basis.
3. **Establish guiding principles for analyzing options for (and carrying out) the process of merger.** This is of particular importance. The difference between a merger of two

corporations and a merger of government necessitates that the public interest is brought to the fore at each step. To help in this process, I would suggest the following five guiding principles:

- i. **Proceed through a transparent and inclusive process.** Regional planning depends upon collaboration and cooperation. The process of how reorganization is conducted, can set the stage for our future success or failure.
- ii. **Define the problem.** The strengths and the challenges of the current arrangement need to be articulated.
- iii. **Develop a statement of purpose.** From a position of understanding, adopt a statement of purpose for the changes to be pursued and, ultimately, for the mission of the new public agency.
- iv. **Stay on target to meet interim regional planning requirements.** Mergers and discussion of mergers can be disruptive to staff and local governments. The existing government needs to continue to provide public functions such as publishing the 2017 Bay Area Plan update on schedule.
- v. **A consolidated regional agency must be holistic.** To best evaluate policy options, a consolidated agency needs to be truly multi-dimensional.

The San Francisco Planning Department appreciates the professionalism and responsiveness of both ABAG and MTC. On behalf of this department, I look forward to further engagement with you on designing the best possible regional governance—the Bay Area deserves this. We stand ready to help you in any way we can.

Sincerely,



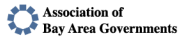
John Rahaim
Planning Director

CC: Steve Heminger, MTC
Ezra Rapport, ABAG
Ken Kirkey, MTC
Mirian Chion, ABAG



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Legislation Details (With Text)

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On agenda: 12/4/2015 **Final action:**

Title: MTC and ABAG Objectives

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Indexes:

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Attachments:

Date	Ver.	Action By	Action	Result
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Subject:
MTC and ABAG Objectives

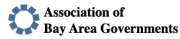
Recommended Action:
Information

Attachments



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Legislation Details (With Text)

File #: 15-1072 **Version:** 1 **Name:**

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On agenda: 12/4/2015 **Final action:**

Title: Scope of Work

Sponsors:

Indexes:

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Date	Ver.	Action By	Action	Result
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Subject:
Scope of Work

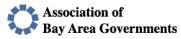
Recommended Action:
Information

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Legislation Details (With Text)

File #: 15-1071 **Version:** 1 **Name:**

Type: Report **Status:** Informational

File created: 11/16/2015 **In control:** Special Joint MTC Planning Committee with the ABAG Administrative Committee

On agenda: 12/4/2015 **Final action:**

Title: Consultant Selection Process

Sponsors:

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Date	Ver.	Action By	Action	Result
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Subject:
Consultant Selection Process

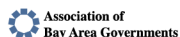
Recommended Action:
Information

Attachments



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Legislation Details (With Text)

File #: 15-1095 **Version:** 1 **Name:**

Type: Report **Status:** Informational

File created: 11/19/2015 **In control:** Special Joint MTC Planning Committee with the ABAG Administrative Committee

On agenda: 12/4/2015 **Final action:**

Title: Agency Cost Sharing for Merger Study

Sponsors:

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Attachments:

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Subject:
Agency Cost Sharing for Merger Study

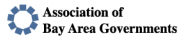
Recommended Action:
Information

Attachments



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Legislation Details (With Text)

File #: 15-1074 **Version:** 1 **Name:**

Type: Report **Status:** Informational

File created: 11/16/2015 **In control:** Special Joint MTC Planning Committee with the ABAG Administrative Committee

On agenda: 12/4/2015 **Final action:**

Title: Stakeholder Input / Technical Advisory Committee (including how to address requests for speaking engagements)

Sponsors:

Indexes:

Code sections:

Attachments:

Date	Ver.	Action By	Action	Result
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Subject:

Stakeholder Input / Technical Advisory Committee (including how to address requests for speaking engagements)

Recommended Action:

Information

Attachments