

Meeting Agenda

Joint ABAG MTC Governance Committee

ABAG Committee Members

President David Rabbitt

*Jesse Arreguin, Cindy Chavez, Julie Pierce, Dennis Rodoni, and
Warren Slocum*

MTC Committee Members

Commission Chair Scott Haggerty

*Dave Cortese, Nick Josefowitz, Alfredo Pedroza,
James P. Spering, and Amy Worth*

Wednesday, July 24, 2019

12:00 PM

Board Room - 1st Floor

This meeting is scheduled to take place at 12:00 p.m., or immediately following the MTC Commission meeting and will be webcast live on the following websites:

Association of Bay Area Government's Website: <https://abag.ca.gov/meetings>

Metropolitan Transportation Commission's Website: <http://mtc.ca.gov/whats-happening/meetings>

1. Roll Call / Confirm Quorum

Quorum: A quorum of this committee shall be a majority of its regular non-ex-officio voting members (7).

2. ABAG Compensation Announcement - Clerk of the Board

3. Welcome by MTC Chair Scott Haggerty and ABAG President David Rabbitt

4. Initiating Discussion on Governance

[19-0871](#)

PowerPoint Presentation

Initiating Discussion on Governance: Setting The Table

Attachments:

[4_Joint ABAG MTC Governance Committee final ppt.pdf](#)

4a. [19-0862](#)

Review of Memorandum of Understanding Between ABAG and MTC

Action:

Discussion

Attachments:

[4a MTC ABAG Approved Memorandum of Understanding Final.pdf](#)

4b. [19-0863](#)

Discussion of Key Principles and Areas of Interest

Action:

Discussion

4c. [19-0864](#)

Next Steps Including Meeting Logistics

Action:

Discussion

5. Public Comment / Other Business

6. Adjournment / Next Meeting

The next meeting of the Joint ABAG MTC Governance Committee will be held at the Bay Area Metro Center, 375 Beale Street, San Francisco, CA at a time to be duly noticed.

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 415.778.6757 or 415.778.6769 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 415.778.6757 或 415.778.6769 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 Titulo 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 415.778.6757 o al 415.778.6769 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

375 Beale Street, Suite 800
San Francisco, CA 94105

Legislation Details (With Text)

File #: 19-0871 **Version:** 1 **Name:**

Type: Report **Status:** Informational

File created: 7/24/2019 **In control:** Joint ABAG MTC Governance Committee

On agenda: 7/24/2019 **Final action:**

Title: PowerPoint Presentation
Initiating Discussion on Governance: Setting The Table

Sponsors:

Indexes:

Code sections:

Attachments: [4 Joint ABAG MTC Governance Committee final ppt.pdf](#)

Date	Ver.	Action By	Action	Result
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Subject:
PowerPoint Presentation
Initiating Discussion on Governance: Setting The Table

Attachments:

Joint ABAG MTC Governance Committee

Initiating Discussion on Governance: Setting The Table

Wednesday, July 24, 2019

1) WHAT'S ON THE TABLE?

A. What are we going to eat?

To set up a simple dining metaphor, one starts with the basic question- what food should be on this table— and in what portions. At core, these “courses” should be:

- Issues of truly regional scale
- Issues where MTC and ABAG separately; OR under a combined governance should
 - A) Lead; or
 - B) Partner
- It is crucial to clarify Lead or Partner roles
- It should not be the baseline assumption that a current or revised MTC ABAG domain leads on every regional scale issue, including the ones below

Key Regional “main courses”

A) Transportation

B) Land Use

C) Housing

D) Economic Development

E) Resilience

Who else may be ordering these up (regional agency partners/ local government?)

Are there other courses that should be in the menu?

B. “How do we eat it?”

Continuing the dining metaphor, this can be imagined as the table settings—dishes, cutlery, glasses, serving utensils— everything needed to serve and consume the meal deftly, cleanly, and with some measure of satisfaction. These include:

➤ Authority

- The assignment to carry out the responsibilities and attendant tasks involved: most definitively established through Legislation, but can also be achieved (or arise) through other legal means (MOUs, contracts, litigation settlement etc.)

➤ Financial Resources

- Funding in the amounts, and with the requisite control and stability required to carry out responsibilities associated with vested authority.

B. “How do we eat it?” (continued)

➤ Technical Capacity

- While often determined in step with financial resources, this is the institutional “wrap around” of knowledge, staffing, process and procedure required to successfully implement the vested authority.

➤ Public and Political Support

- While less quantifiable than the other elements (Authority, Financial Resources, Technical Capacity), this element can be equally determinative of success— and critically prerequisites for accessing the other three.

2. HOW MANY CHAIRS ARE AROUND THE TABLE (and who is sitting in them)?

A. Importantly, this question should only be asked after addressing “What’s on the Table”

- In many cases, the answers may be easy and pre-determined; for example clear statutory authorities are assigned to transportation (MTC) and land use (ABAG), which jumpstart a determination of “lead” versus “partner” roles.
- However, in many other areas that is not as clear cut
 - Even within transportation and land use, much has changed over 40 years, i.e. new arenas such as development and regulation of new/innovative transport technologies are not as clearly aligned to existing statutory roles.

B. The task of governing in a lead or partner role should pivot on current and future requirements— not historical assignments.

- A thorough inventory of questions and their follow-up answers will reaffirm the viability of any prior roles that need to advance.
- Likewise, an honest assessment of current successes as well as shortcomings of MTC and ABAG in addressing the table of issues— while considering the table setting tools available to the agencies today— should determine the number and nature of governing chairs around the table of the future.

FOR CONSIDERATION

The Governing Committee should first outline the questions, or families of questions, that need to be asked. Among other things, these questions will assist the Committee in evaluating resource material now available or sought going forward that could help answer those questions.

Metropolitan Transportation Commission

375 Beale Street, Suite 800
San Francisco, CA 94105

Legislation Details (With Text)

File #: 19-0862 **Version:** 1 **Name:**
Type: Report **Status:** Informational
File created: 7/18/2019 **In control:** Joint ABAG MTC Governance Committee
On agenda: 7/24/2019 **Final action:**
Title: Review of Memorandum of Understanding Between ABAG and MTC
Sponsors:
Indexes:
Code sections:
Attachments: [4a_MTC ABAG Approved Memorandum of Understanding Final.pdf](#)

Date	Ver.	Action By	Action	Result
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Subject:
Review of Memorandum of Understanding Between ABAG and MTC

Recommended Action:
Discussion

Attachments:

MEMORANDUM OF UNDERSTANDING
between
ASSOCIATION OF BAY AREA GOVERNMENTS
and
METROPOLITAN TRANSPORTATION COMMISSION

MEMORANDUM OF UNDERSTANDING

THIS MEMORANDUM OF UNDERSTANDING (MOU) is made and entered into as of the 30th day of May, 2017, by and between the Association of Bay Area Governments, (ABAG), a Council of Governments established by agreement among its members pursuant to the Joint Exercise of Powers Act, California Government Code §§ 6500, *et seq.* and the Metropolitan Transportation Commission (MTC), a regional transportation planning agency established pursuant to California Government Code § 66500.

RECITALS

- A. ABAG was created in 1961 and serves as the Council of Governments for the 101 cities/towns and nine counties that make up the region with powers and responsibilities granted to it under the laws of the State of California.
- B. MTC is the federally designated Metropolitan Planning Organization (“MPO”), pursuant to Section 134(d) of Title 23 of the United States Code (USC) for the nine-county San Francisco Bay Area region (the “Bay Area” or “region”).
- C. In November 2015 MTC and ABAG agreed to a jointly retain Management Partners to conduct a merger study and to propose a merger implementation plan.
- D. At the June 2016 meeting of the ABAG Executive Board, it adopted Resolution 07-16 stating its support for merger options 4 and 7 and their respective implementation action plans as presented by Management Partners with the ABAG Executive Board acknowledging moving forward with merger option 7.
- E. On May 25, 2016 MTC adopted Resolution No. 4245 approving an implementation plan dated May 17, 2016 for merger option 7.
- F. ABAG and MTC have concluded that this MOU and the concurrent Contract for Services is the preferred means for ABAG and MTC to jointly pursue their respective missions and to carry out their respective responsibilities for the benefit of the San Francisco Bay region.

STATEMENT OF MUTUAL UNDERSTANDING

1. Option 7

ABAG and MTC have agreed to pursue the implementation of Option 7 through a mutually agreed upon Contract for Services that governs how ABAG and MTC will share the use of a consolidated staff to carry out their respective missions and statutory powers and responsibilities and a mutually agreed upon memorandum of understanding to jointly pursue with MTC new governance options.

2. This Memorandum of Understanding

This MOU is the memorandum of understanding required by Option 7.

3. Concurrent Contract for Services

ABAG and MTC have agreed upon the Contract for Services required by Option 7 which is attached as Exhibit A.

4. Deadline to Initiate Discussions on Governance

No later than July 1, 2019, ABAG and MTC will begin discussions on whether the two agencies should restructure their governing boards to better serve the region and to better utilize the consolidated staff. These discussions may be conducted directly through the Executive Board of ABAG and the Commission of MTC, or their respective designated policymakers or designated policy bodies. Both parties retain the sole individual discretion to decide whether or not to merge the two governing boards.

5. Commencement of Information Gathering and Staff Support for Discussion on Governance

No later than July 1, 2018, ABAG and MTC will direct and jointly fund the consolidated staff to begin collecting information on the governance structures of regional planning agencies with a focus on those with both land use and transportation planning powers and responsibilities, including transportation funding and investment.

6. Selection of Future Executive Director

The Executive Director of MTC will continue to serve as the Executive Director of MTC under the Contract for Services between MTC and ABAG. The Executive Director of MTC will also serve as the initial Executive Director of the consolidated staff. If there is a vacancy in the position of the Executive Director prior to a merger of MTC and ABAG, the Chair of MTC will establish an Executive Director interview/selection committee comprised of MTC commissioners who do not serve on ABAG, with the exception of the ABAG representative on the Commission who will be a member of the committee, to interview and select a final candidate or candidates who will then be presented to an ABAG Ad Hoc review committee should the ABAG President decide in his or her discretion to establish one. The MTC Chair and ABAG President may, in their discretion, appoint themselves, the MTC Vice Chair and ABAG Vice President and ABAG appointed representative on the MTC Commission, respectively, to serve on the respective interview committees and none of the five aforementioned officers/board

MTC / ABAG
Memorandum of Understanding

members shall be deemed ineligible if serving in a dual capacity for each agency. If an ABAG Ad Hoc review committee is appointed, its recommendation will be communicated to the MTC interview/selection committee who will then make a recommendation to the full MTC Commission for the final decision.

End of Document
Signature Page to Follow

**MEMORANDUM OF UNDERSTANDING
BETWEEN
ASSOCIATION OF BAY AREA GOVERNMENTS
AND
METROPOLITAN TRANSPORTATION COMMISSION


AUTHORIZED SIGNATURES

IN WITNESS WHEREOF, ABAG and MTC have caused this MOU to be duly executed on its behalf.

Association of Bay Area Governments


Julie Pierce, President

Approved as to Form:


Kenneth K. Moy, Legal Counsel

Metropolitan Transportation Commission


Jake Mackenzie, Chair

Approved as to Form:


Adrienne Weil, General Counsel

Metropolitan Transportation Commission

375 Beale Street, Suite 800
San Francisco, CA 94105

Legislation Details (With Text)

File #: 19-0863 **Version:** 1 **Name:**
Type: Report **Status:** Informational
File created: 7/18/2019 **In control:** Joint ABAG MTC Governance Committee
On agenda: 7/24/2019 **Final action:**
Title: Discussion of Key Principles and Areas of Interest
Sponsors:
Indexes:
Code sections:
Attachments:

Date	Ver.	Action By	Action	Result
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Subject:
Discussion of Key Principles and Areas of Interest

Recommended Action:
Discussion

Attachments:

Metropolitan Transportation Commission

375 Beale Street, Suite 800
San Francisco, CA 94105

Legislation Details (With Text)

File #: 19-0864 **Version:** 1 **Name:**
Type: Report **Status:** Informational
File created: 7/18/2019 **In control:** Joint ABAG MTC Governance Committee
On agenda: 7/24/2019 **Final action:**
Title: Next Steps Including Meeting Logistics
Sponsors:
Indexes:
Code sections:
Attachments:

Date	Ver.	Action By	Action	Result
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Subject:
Next Steps Including Meeting Logistics

Recommended Action:
Discussion

Attachments: