

ASSOCIATION OF BAY AREA GOVERNMENTS

Representing City and County Governments of the San Francisco Bay Area



ABAG

AGENDA

REVISED

ADMINISTRATIVE COMMITTEE

Special Joint Meeting with the MTC Planning Committee

Friday, May 27, 2016, 9:00 a.m. to 12:00 p.m.

Location:

Bay Area Metro Center

Board Room

375 Beale Street

San Francisco, California

The ABAG Administrative Committee may act on any item on this agenda.

Agenda and attachments available at abag.ca.gov

This meeting is scheduled to be audiocast live on the Metropolitan Transportation Commission website at mtc.ca.gov

For information, contact Fred Castro, Clerk of the Board, at (510) 464 7913.

1. CALL TO ORDER / ROLL CALL / CONFIRM QUORUM

2. PLEDGE OF ALLEGIENCE

3. MTC COMPENSATION ANNOUNCEMENT

MTC Committee Secretary

4. ABAG COMPENSATION ANNOUNCEMENT

ABAG Clerk of the Board

5. MTC PLANNING COMMITTEE CONSENT CALENDAR

MTC Planning Committee Approval

A. MTC Planning Committee Minutes of the April 22, 2016 Meeting

Attachment: MTC Planning Committee Minutes of April 22, 2016

ABAG Administrative Committee

May 27, 2016

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6. APPROVAL OF ABAG ADMINISTRATIVE COMMITTEE SUMMARY MINUTES OF MEETING ON APRIL 22, 2016 AND MEETING ON APRIL 29, 2016

ABAG Administrative Committee Action

Attachments: Summary Minutes of April 22, 2016; Summary Minutes of April 29, 2016

7. ABAG/MTC MERGER STUDY—OPTION 7 PROPOSED IMPLEMENTATION ACTION PLAN

ABAG Administrative Committee Information/Action / MTC Planning Committee Information/Action

Lynn Dantzker, Partner, and Dan Marks, Special Advisor, Management Partners

Attachment: Proposed Implementation Action Plan

8. PUBLIC COMMENT / OTHER BUSINESS

9. ADJOURNMENT / NEXT MEETING

The next joint meeting of the ABAG Administrative Committee and MTC Planning Committee on the ABAG/MTC Merger Study is to be announced.

Submitted:

/s/ Ezra Rapport, Secretary-Treasurer

Date Submitted: May 17, 2016

Date Posted: May 18, 2016



CALL AND NOTICE

REVISED

CALL AND NOTICE OF A SPECIAL MEETING OF THE ADMINISTRATIVE COMMITTEE OF THE ASSOCIATION OF BAY AREA GOVERNMENTS

As Chair of the Administrative Committee of the Association of Bay Area Governments (ABAG), I am calling a special meeting of the ABAG Administrative Committee as follows:

Special Joint Meeting with the MTC Planning Committee

Friday, May 27, 2016, 9:00 a.m. to 12:00 p.m.

Location:

Bay Area Metro Center

Board Room

375 Beale Street

San Francisco, California

The ABAG Administrative Committee may act on any item on this agenda.

Agenda and attachments available at abag.ca.gov

This meeting is scheduled to be audiocast live on the Metropolitan Transportation Commission website at mtc.ca.gov

For information, contact Fred Castro, Clerk of the Board, at (510) 464 7913.

1. CALL TO ORDER / ROLL CALL / CONFIRM QUORUM

2. PLEDGE OF ALLEGIENCE

3. MTC COMPENSATION ANNOUNCEMENT

4. ABAG COMPENSATION ANNOUNCEMENT

5. MTC PLANNING COMMITTEE CONSENT CALENDAR

MTC Planning Committee Approval

A. MTC Planning Committee Minutes of the April 22, 2016 Meeting

ABAG Administrative Committee

May 27, 2016

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6. APPROVAL OF ABAG ADMINISTRATIVE COMMITTEE SUMMARY MINUTES OF MEETING ON APRIL 22, 2016 AND MEETING ON APRIL 29,2016

ABAG Administrative Committee Action

7. ABAG/MTC MERGER STUDY—OPTION 7 PROPOSED IMPLEMENTATION ACTION PLAN

ABAG Administrative Committee Information/Action / MTC Planning Committee Information/Action

8. PUBLIC COMMENT / OTHER BUSINESS

9. ADJOURNMENT / NEXT MEETING

The next joint meeting of the ABAG Administrative Committee and MTC Planning Committee on the ABAG/MTC Merger Study is to be announced.

Members of the public shall be provided an opportunity to directly address the ABAG Administrative Committee concerning any item described in this notice before consideration of that item.

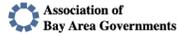
Agendas and materials will be posted and distributed for this meeting by ABAG staff in the normal course of business.

Submitted:

/s/ Julie Pierce
Chair, Administrative Committee

Date Submitted: May 17, 2016

Date Posted: May 17, 2016



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

Meeting Minutes - Draft

Joint MTC Planning Committee with the ABAG Administrative Committee - Merger Study

MTC Committee Members:

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

*Alicia C. Aguirre, Scott Haggerty, Steve Kinsey
Sam Liccardo, Julie Pierce*

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

Friday, April 22, 2016

9:00 AM

Lawrence D. Dahms Auditorium

1. Roll Call / Confirm Quorum

Present: 6 - Chairperson Spering, Vice Chair Halsted, Commissioner Aguirre, Commissioner Haggerty, Commissioner Kinsey and Commissioner Pierce

Absent: 1 - Commissioner Liccardo

Non-Voting Member Present: Commissioner Giacopini

Non-Voting Member Absent: Commissioner Azumbrado

Ex Officio Voting Members Present: Commission Chair Cortese and
Commission Vice Chair Mackenzie

Ad Hoc Non-Voting Members Present: Commissioner Bates, Commissioner Campos,
Commissioner Luce, and Commissioner Rein Worth

ABAG Administrative Committee Members Present: Cortese, Eklund, Gupta, Haggerty, Harrison, Luce,
Pierce, and Scharff.

2. Pledge of Allegiance

3. MTC Compensation Announcement - Committee Secretary

4. ABAG Compensation Announcement - Clerk of the Board

5. Consent Calendar

Approval of the Consent Calendar

Upon the motion by Commissioner Kinsey and second by Vice Chair Halsted, the Consent Calendar was unanimously approved by the following vote:

Aye: 5 - Chairperson Spering, Vice Chair Halsted, Commissioner Aguirre, Commissioner Kinsey and Commissioner Pierce

Absent: 2 - Commissioner Haggerty and Commissioner Liccardo

5a. [15-1435](#) MTC - Minutes of the March 25, 2016 Meeting

Action: MTC Planning Committee Approval

Commissioner Haggerty arrived after the approval of the Consent Calendar.

6. ABAG Administrative Committee Approval of Summary Minutes

6a. [15-1436](#) ABAG - Minutes of the March 25, 2016 Meeting

Action: ABAG Administrative Committee Approval

7. MTC / ABAG Merger Study - Management Partners

7a. [15-1437](#) Options Analysis and Recommendation Report

Action: Direction / Committee Approval

The following individuals spoke on this item:

Assemblymember Tony Thurmond;

Rebecca Kaplan of the Oakland City Council;

Egon Terplan of SPUR;

Leah Zippert ABAG staff;

Cynthia Kroll ABAG staff;

Jennifer Krebs ABAG staff and SEIU;

Ken Bukowski;

James Muller ABAG staff and SEIU 1021;

Matt Vander Sluis of Greenbelt Alliance;

Linda Craig President of the League of Women Voters of the Bay Area;

Matt Regan of the Bay Area Council; and

David Schonbrunn of TRANSDEF.

Upon the motion by Commissioner Kinsey and second by Vice Chair Halsted, Option 7 – Enter into a Contract between ABAG and MTC to Consolidate Staff Functions under One Executive Director and Enter into an MOU to Pursue New Governance Options (Full Functional Consolidation) was unanimously approved. Committee members requested the option be amended to include a financial analysis of ABAG and MTC respectively. The motion carried by the following vote:

Aye: 6 - Chairperson Sperring, Vice Chair Halsted, Commissioner Aguirre, Commissioner Haggerty, Commissioner Kinsey and Commissioner Pierce

Absent: 1 - Commissioner Liccardo

8. Public Comment / Other Business

9. Adjournment / Next Meeting

The next meeting of the Joint MTC Planning Committee with the ABAG Administrative Committee - Merger Study will be held on May 27, 2016 at 9:00 a.m. at a location to be duly noticed.

SUMMARY MINUTES (DRAFT)

ABAG Administrative Committee Special Meeting
Friday, April 22, 2016
Joseph P. Bort MetroCenter
101 8th Street, Oakland, California

1. CALL TO ORDER / ROLL CALL / CONFIRM QUORUM

ABAG President and Committee Chair Julie Pierce, Councilmember, City of Clayton, called the special meeting of the Administrative Committee of the Association of Bay Area Governments to order at about 9:05 a.m.

The Committee met jointly with the Planning Committee of the Metropolitan Transportation Commission.

A quorum of the Committee was present at about 9:15 a.m.

Members Present

Councilmember Julie Pierce, City of Clayton
Supervisor Dave Cortese, County of Santa Clara
Mayor Pat Eklund, City of Novato
Vice Mayor Pradeep Gupta, City of South San Francisco
Supervisor Scott Haggerty, County of Alameda
Mayor Bill Harrison, City of Fremont
Supervisor Mark Luce, County of Napa
Vice Mayor Greg Scharff, City of Palo Alto

Members Absent

Supervisor Eric Mar, City and County of San Francisco
Councilmember Raul Peralez, City of San Jose
Supervisor Dave Pine, County of San Mateo (Alternate)
Supervisor David Rabbitt, County of Sonoma

Staff Present

Ezra Rapport, ABAG Executive Director
Brad Paul, ABAG Deputy Executive Director

2. PLEDGE OF ALLEGIANCE

3. MTC COMPENSATION ANNOUNCEMENT

4. ABAG COMPENSATION ANNOUNCEMENT

Fred Castro, Clerk of the Board, made the compensation announcement.

5. MTC PLANNING COMMITTEE CONSENT CALENDAR

A. MTC Planning Committee Minutes of the March 25, 2016 Meeting

MTC Planning Committee approved its minutes of the March 25, 2016 meeting.

The Committee next took up Item 7.

6. APPROVAL OF ABAG ADMINISTRATIVE COMMITTEE SUMMARY MINUTES OF MEETING ON MARCH 25, 2016

President Pierce recognized a motion by Pat Eklund, Mayor, City of Novato, which was seconded by Mark Luce, Supervisor, County of Napa, to approve the Administrative Committee summary minutes of March 25, 2016.

The ayes were: Pierce, Cortese, Eklund, Gupta, Haggerty, Harrison, Luce, Scharff.

The nays were: None.

The abstentions were: None.

The absences were: Mar, Peralez, Pine, Rabbitt.

The motion passed unanimously.

7. ABAG/MTC MERGER STUDY—MANAGEMENT PARTNERS

Andy Belknap, Regional Vice President; Lynn Dantzker, Partner; Dan Marks, Special Advisor; and Bob Leland, Special Advisor, Management Partners, assisted by Brittany Gabel, Senior Management Advisor, Management Partners, reported on the ABAG/MTC merger study options analysis and recommendation.

Members discussed the proposed merger study options analysis and recommendation; consolidation of staff functions; pursuing a new governance structure; conducting a financial analysis of ABAG and MTC.

The following individuals gave public comment: Assemblymember Tony Thurmond; Rebecca Kaplan, Oakland City Council; Egon Terplan, SPUR; Leah Zippert, ABAG staff; Cynthia Kroll, ABAG staff; Jennifer Krebs, ABAG staff and SEIU; Ken Bukowski; James Muller, ABAG staff and SEIU 1021; Matt Vander Sluis, Greenbelt Alliance; Linda Craig, President of the League of Women Voters of the Bay Area; Matt Regan, Bay Area Council; and David Schonbrunn, TRANSDEF.

President Pierce recognized a motion by Mark Luce, Supervisor, County of Napa, which was seconded by Greg Scharff, Councilmember, City of Palo Alto, to recommend Option 7 for adoption by the ABAG Executive Board.

The ayes were: Pierce, Cortese, Gupta, Haggerty, Harrison, Luce, Scharff.

The nays were: Eklund.

The abstentions were: None.

The absences were: Mar, Peralez, Pine, Rabbitt.

The motion passed.

8. PUBLIC COMMENT / OTHER BUSINESS

There was no public comment.

9. ADJOURNMENT / NEXT MEETING

The meeting adjourned at about 12:32 p.m.

The next joint meeting of the ABAG Administrative Committee and MTC Planning Committee on the ABAG/MTC Merger Study will be held on May 27, 2016, 9:00 a.m., Joseph P. Bort MetroCenter, 101 8th Street, Lawrence D. Dahms Auditorium, Oakland.

Submitted:

/s/ Ezra Rapport, Secretary-Treasurer

Date Submitted: May 17, 2016

Date Approved:

*For information, contact Fred Castro, Clerk of the Board, at (510) 464 7913 or
FredC@abag.ca.gov.*

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SUMMARY MINUTES (DRAFT)

ABAG Administrative Committee Special Meeting
Friday, April 29, 2016
Association of Bay Area Governments
101 8th Street, Oakland, California

1. CALL TO ORDER / ROLL CALL / CONFIRM QUORUM

ABAG President and Committee Chair Julie Pierce, Councilmember, City of Clayton, called the special meeting of the Administrative Committee of the Association of Bay Area Governments to order at about 3:00 p.m.

A quorum of the Committee was present at about 3:00 p.m.

Members Present

Councilmember Julie Pierce, City of Clayton
Supervisor Scott Haggerty, County of Alameda

Members Present by Teleconference

Supervisor Dave Cortese, County of Santa Clara
Mayor Pat Eklund, City of Novato
Vice Mayor Pradeep Gupta, City of South San Francisco
Supervisor Mark Luce, County of Napa
Supervisor Eric Mar, City and County of San Francisco
Vice Mayor Greg Scharff, City of Palo Alto

Members Absent

Mayor Bill Harrison, City of Fremont
Councilmember Raul Peralez, City of San Jose
Supervisor Dave Pine, County of San Mateo (Alternate)
Supervisor David Rabbitt, County of Sonoma

Staff Present

Ezra Rapport, ABAG Executive Director
Brad Paul, ABAG Deputy Executive Director
Kenneth Moy, ABAG Legal Counsel
Miriam Chion, ABAG Planning and Research Director

2. PUBLIC COMMENT

The following individuals gave public comment: Zelda Bronstein; Ken Bukowski.

3. REPORT ON ABAG/MTC MERGER STUDY

There was no report.

4. PETITION FOR SPECIAL MEETING OF THE GENERAL ASSEMBLY

Pat Eklund, Mayor, City of Novato, presented petitions calling for a special meeting of the General Assembly calling for a discussion of the options analysis and recommendation by Management Partners and other alternatives presented by any General Assembly delegate, a vote on the proposed options or alternatives; and a vote on ABAG Resolution 12-15.

Ezra Rapport, Executive Director, and Kenneth Moy, Legal Counsel, both reported on petitions requesting a special meeting of the General Assembly on May 12 and consideration of calling, and setting the agenda for, a special meeting of the General Assembly.

Members discussed calling a special meeting of the General Assembly; options analysis and recommendation by Management Partners; ABAG Resolution No. 12-15 and MTC Resolution 4210; the merger study process; actions taken by the MTC Planning Committee and ABAG Administrative Committee on April 22.

The following individuals gave public comment: Revan Tranter.

President Pierce recognized a motion by Dave Cortese, Supervisor, County of Santa Clara, which was seconded by Greg Scharff, Councilmember, City of Palo Alto, to delegate to the ABAG President the preparation of the agenda for the special meeting of the General Assembly.

The ayes were: Pierce, Cortese, Gupta, Haggerty, Luce, Mar, Scharff.

The nays were: Eklund.

The abstentions were: None.

The absences were: Harrison, Peralez, Pine, Rabbitt.

The motion passed.

President Pierce recognized a motion by Scott Haggerty, Supervisor, County of Alameda, which was seconded by Greg Scharff, Councilmember, City of Palo Alto, to call a special meeting of the General Assembly for May 19, 2016, 12:00 p.m., at a location to be determined.

The ayes were: Pierce, Cortese, Eklund, Gupta, Haggerty, Luce, Mar, Scharff.

The nays were: None.

The abstentions were: None.

The absences were: Harrison, Peralez, Pine, Rabbitt.

The motion passed.

5. ADJOURNMENT

There was no public comment.

6. ADJOURNMENT / NEXT MEETING

The meeting adjourned at about 3:58 p.m.

Submitted:

/s/ Ezra Rapport, Secretary-Treasurer

Date Submitted: May 17, 2016

Date Approved:

*For information, contact Fred Castro, Clerk of the Board, at (510) 464 7913 or
FredC@abag.ca.gov.*

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Management Partners



To: MTC Planning Committee
ABAG Administrative Committee

From: Lynn Dantzker, Partner
Dan Marks, Special Advisor

Subject: MTC-ABAG Merger Study
Implementation Action Plan (IAP)

Date: May 17, 2016

Management Partners has developed the attached proposed Option 7 Implementation Action Plan (IAP) (Attachment A) to assist the Metropolitan Transportation Commission (MTC) and the Association of Bay Area Governments (ABAG) with the implementation of Option 7 (full functional consolidation of staff and the pursuit of a new governance options). Also attached is an Overview Schedule of the proposed IAP (Attachment B). On April 22, 2016, Option 7 was recommended to the governing boards of each agency by the Joint Committee comprised of members of the MTC Planning Committee and ABAG Administrative Committee. The purpose of the IAP is to set forth a process to *guide* the respective agencies as they move forward. It is intended as a tool that the agencies may use to help plan the process; as a tool, the content, actions and dates listed may be modified as the process moves forward.

The approach to the IAP is organized around the following general objectives:

1. Gaining policy support for Option 7
2. Conducting a due-diligence analysis leading to a possible Contract for Service and Memorandum of Understanding (MOU)
3. Establishing a process by which employees will be engaged early and in-depth.
4. If contract for service is executed, transitioning ABAG employees.
5. Implementing general administrative activities to support the contract for service.
6. Integrating the ABAG work program into the MTC organization.

We will present this IAP at the May 27 Joint Committee meeting.

Attachments

- A- Proposed Implementation Action Plan – Option 7
- B- Overview of Proposed Implementation Plan

Attachment A

Metropolitan Transportation Commission and Association of Bay Area Governments

Consolidation of all Staff Functions and Pursuit of New Governance Options (Option 7) – Proposed Implementation Action Plan

May 17, 2016



Introduction to the Implementation Action Plan

Management Partners has developed this proposed Option 7 Implementation Action Plan (IAP) to assist the Metropolitan Transportation Commission (MTC) and the Association of Bay Area Governments (ABAG) with the implementation of Option 7 (full functional consolidation of staff and the pursuit of a new governance options). On April 22, 2016, Option 7 was recommended by the Joint Committee comprised of members of the MTC Planning Committee and ABAG Administrative Committee. The purpose of the IAP is to set forth a process to *guide* the respective agencies as they move forward. It is intended as a tool that the agencies may use to help plan the process; as a tool the dates and actions listed may be modified as the process moves forward.

The general approach to the IAP is predicated on the following:

1. Gaining policy support for Option 7
2. Conducting a due-diligence analysis leading to a possible Contract for Service and Memorandum of Understanding (MOU)
3. Establishing a process by which employees will be engaged early and in-depth.
4. If a contract for service is executed, transitioning ABAG employees.
5. Implementing general administrative activities to support the contract for service.
6. Integrating the ABAG work program into the MTC organization.

The Implementation Action Plan is organized around the following major objectives with specific Action Areas and general implementation steps set forth in each category:

- A. *General Agreements/Option 7 Policy Support:* Achieving policy support for Option 7 and a consensus regarding the general framework, schedule and plan for its implementation.
- B. *Contract for Service:* Conducting a financial analysis of the impact on both MTC and ABAG of consolidating all staff functions within MTC and developing a contract for service if determined to be feasible.
- C. *Memorandum of Understanding:* Establishing a time frame for future consideration of governance options.
- D. *Human Resources:* Establishing the compensation and benefit structure for ABAG employees to be transitioned to a consolidated agency.
- E. *General Administration:* Establishing a work program for general administrative activities following execution of a contract for service.

F. *Planning Programs and Services*: Developing an integrated work program for Plan Bay Area and establishing a unified planning team positioned to address the region's planning priorities.

The work involved to implement the steps described in each Action Area must be integrated into the other work of the agency's divisions, with appropriate assignments of lead responsibility for implementation and with the identification of more specific planned completion dates. To convert this draft to a final Action Plan, each agency will need to identify more specific target dates for completion of implementation. In doing so, modification of the described activities for implementing an individual action area based on knowledge of what will be required for completion, or to adjust the assignment of responsibility based on workload or other considerations may be required. Prudent implementation of most steps requires "circling back" after implementation and fine-tuning the implementation steps as determined to be necessary. The steps to do that are not spelled out for each item in this document on the assumption that it would be part of each agency's management system for any newly implemented action.

A. General Agreements

Objective: To achieve consensus regarding the general framework, schedule and plan for implementation of Option 7.

No.	Action Area	General Implementation Steps	Completion Goal Date	Lead Implementation Responsibility	Comments
Framework and Schedule					
A1.	Option 7 Policy Support	<ul style="list-style-type: none"> Adopt resolutions expressing support of Option 7 and direct staff to: <ol style="list-style-type: none"> Enter into a letter agreement to support ABAG planning services pending development and execution of a Contract for Service. Conduct financial and legal analyses to determine the impact on both ABAG and MTC of a staff consolidation (see Item B5 below for implementation details). Enter into negotiations and establish a deadline for: <ol style="list-style-type: none"> A multi-year contract for service that consolidates staff under one executive director and provides staffing for all ABAG statutory duties and responsibilities as the region's COG A memorandum of understanding(MOU) to pursue new governance options within a specified time period 	June 30, 2016 July 2016 October 2016 September to October 2016	Agency Executive Directors	Policy action will be required by the Metropolitan Transportation Commission and the ABAG Executive Board.
A2.	Implementation schedule	<ul style="list-style-type: none"> Develop a schedule for the development and execution of Contract for Service and MOU (to be simultaneous) Develop detailed action plan for assessment of and implementation of Contract for Service 	July 2016 July 2016	Agency Executive Directors	
A3.	Joint Agency Commission/Board Chairs	<ul style="list-style-type: none"> Request Commission/Board Chairs or designees to work with respective agency staff, legal counsel and a project manager/facilitator on the Contract for Service and MOU 	July 2016	MTC Chair and ABAG President	
A4.	Employee Relations	<ul style="list-style-type: none"> Establish a joint employee/management committee with 	July - September	Agency Executive	HR Directors, employee group

No.	Action Area	General Implementation Steps	Completion Goal Date	Lead Implementation Responsibility	Comments
	Committee (See also Section D, Human Resources regarding Employee Transitions)	representatives from both MTC and ABAG to assist with the transition process <ul style="list-style-type: none"> • Meet with MTC bargaining group to discuss impacts of consolidating staff • Meet with ABAG bargaining group representatives to discuss current compensation and benefit information and MTC’s benefit programs and compensation policies • Meet with all ABAG employees to present and discuss the same information 	2016	Directors	and collective bargaining representatives will also be involved.
A5.	Communications Plan	<ul style="list-style-type: none"> • Document each agency’s existing policy structure, roles, and responsibilities, and clarify intent to maintain them until and unless there is a successor governance structure; include as part of a communications plan to Bay Area cities and counties • Develop a communications plan regarding proposed consolidated staff agency and MOU to communicate with: <ul style="list-style-type: none"> ➢ Agency employees and retirees ➢ Bay Area cities and counties ➢ Grantor and grantee agencies ➢ Enterprise and other associated JPAs ➢ Non-governmental organizations ➢ Other partner agencies who may be impacted by the staff consolidation 	July 2016	MTC and ABAG Executive Board Deputy Executive Directors	Respective agency public information staff will need to work together to generate a unified communication plan that is agreed upon by both agencies.

B. Contract for Service

Objective: To conduct a financial analysis of the impact on both MTC and ABAG of consolidating all staff functions within MTC and develop a contract for service if determined to be feasible.

No.	Action Area	General Implementation Steps	Completion Date	Lead Implementation Responsibility	Comments
Financial Analysis (Due Diligence)					
B1.	Financial analysis	<ul style="list-style-type: none"> • Conduct financial analysis to determine ABAG annual: <ul style="list-style-type: none"> ➢ Revenues ➢ Expenditures ➢ Unfunded pension liabilities ➢ Existing and future retiree costs ➢ Enterprise costs ➢ Assets and liabilities ➢ Debt obligations • Draft five-year revenue forecast showing projections available to meet ABAG obligations, contract services and program costs under a consolidated staff agency • Complete an actuarial study of ABAG pension obligations; meet with CalPERS to understand impact and implications of transitioning all ABAG employees to MTC • Document ongoing employee costs that will remain the obligation of ABAG JPA (e.g., pension liability, and those to be assumed by MTC) 	October 2016	Agency Finance Directors	
B2.	Programs and services	<ul style="list-style-type: none"> • Analyze program, service, grant administration or enterprise costs unrelated to direct personnel expenditures • Determine ongoing costs for a consolidated agency 	October 2016	Deputy Directors/Agency Finance Directors	Some programs may not stay with ABAG under a consolidated agency; however, there may be transition costs.

No.	Action Area	General Implementation Steps	Completion Date	Lead Implementation Responsibility	Comments
		staff agency or in an alternative institutional arrangement <ul style="list-style-type: none"> • Develop outline of scope of services proposed to be included under the contract 			
B6.	Executive Level Organization Structure	<ul style="list-style-type: none"> • Assess administrative and management staff support needs for a consolidated staff agency to support the ABAG JPA policy and committee structure and member agencies • Draft roles and responsibilities and establish reporting relationships of executive director, any new executive level or other positions to meet the needs of ABAG as an ongoing COG and policy body • Draft proposed executive level organization structure to support ABAG Executive Board and Committee needs; review with ABAG Executive Board • Include proposed executive level organization structure, and general description of roles and responsibilities in services contract 	September 2016	Board Leadership Team	
B7.	ABAG Work Program	<ul style="list-style-type: none"> • Develop a work program expected to be carried out annually under the Contract for Services • Develop policies and procedures for changes to the work program • Review with ABAG Executive Board and Committees 	October 2016	Deputy Directors	
B8.	Legal Assessment	<ul style="list-style-type: none"> • Identify legal issues that must be addressed in a consolidated staff agency • Identify legal services that may be provided by MTC legal counsel regarding the ABAG work program, and those that may needed to be provided by outside legal counsel; estimate the cost for doing so 	October 2016	Respective agency legal counsel	
B9.	Services contract	<ul style="list-style-type: none"> • Draft and execute services contract 	October 2016 to January 2017	Respective agency legal counsel; Joint staff committee	The Executive Directors will also be integrally involved. This should occur following the financial analysis and

No.	Action Area	General Implementation Steps	Completion Date	Lead Implementation Responsibility	Comments
					establishment of a budget to support the services and staff transitions outlined in the sections below. Execution of the contract will require policy action by the respective agencies.

C. Memorandum of Understanding

Objective: To establish a time frame for future consideration of governance options.

No.	Action Area	Implementation Steps	Completion Date	Lead Implementation Responsibility	Comments
Goals and Objective					
C1.	MOU	<ul style="list-style-type: none"> Establish timeframe for future consideration of governance options Draft MOU and review with respective policy bodies Adopt MOU 	January 2017	Respective Agency Chairs	<p>A policy determination will need to be made with respect to timing of the evaluation; multiple evaluation milestones are possible.</p> <p>Respective Agency Legal Counsel and Executive Directors will also be involved.</p>
C2.	Evaluation	<ul style="list-style-type: none"> Establish criteria for evaluation of the two-agency model Draft goals and objectives for the evaluation of governance options, if determined to do so Develop a work program for conducting the evaluation of governance options 	To be determined during agreed upon timeframe for evaluation.	Respective Agency Chairs	Respective agency staff, legal counsel and policy bodies will also be integrally involved.

No.	Action Area	Implementation Steps	Completion Date	Lead Implementation Responsibility	Comments
		<ul style="list-style-type: none"> • Hire a consultant to work with both agencies on the evaluation • Establish a joint sub-committee of policy makers to work with both agencies on the evaluation • Conduct an evaluation to include legal and statutory issues 			

D. Human Resources

Objective: To establish the compensation and benefit structure for ABAG employees to be transitioned to a consolidated agency.

No.	Action Area	Implementation Steps	Completion Date	Lead Implementation Responsibility	Comments
Compensation and benefits					
D1.	Compensation	<ul style="list-style-type: none"> • Document current ABAG compensation policies (management and non-management), including vacation and sick leave accrual rates, medical plans and compare to MTC policies • Develop list of full and part-time ABAG employees and their respective total compensation 	August 2016	Human Resource Directors or Managers	
D2.	Benefits	<ul style="list-style-type: none"> • Document current ABAG benefit structure by employee group and employee 	August 2016	Human Resource Directors or Managers	
Employee transitions					
D3.	Transition plan and policies	<ul style="list-style-type: none"> • Sustain ABAG and relevant MTC vacancies and establish a process to review filling those determined to be essential until a contract for service is agreed upon • Develop complete list of ABAG employees affected by staff consolidation • Develop proposed transition plan and policies for the 	July 2016	Agency Executive Directors	

No.	Action Area	Implementation Steps	Completion Date	Lead Implementation Responsibility	Comments
		migration of ABAG employees to MTC; review with Employee Relations Committee <ul style="list-style-type: none"> • Meet and discuss proposed transition policies with ABAG and MTC employees and employee bargaining groups and their representatives • Prepare final transition plan and policies 	July – November 2016 November 2016		
D4.	Staff transitions	<ul style="list-style-type: none"> • Identify and address overlapping MTC and ABAG executive and managerial positions • Develop list of existing MTC classifications that may be appropriate for ABAG employees • Develop new classification and compensation for those ABAG positions that do not fit within the current MTC classifications • Draft list of positions and proposed compensation • Meet with ABAG employees and discuss staff transitions • Make offers of employment • Transition employees 	September 2016 November - December 2016 February 2017	Deputy Directors/Human Resources Managers	
Existing ABAG Retirees					
D5.	Existing policies and procedures	<ul style="list-style-type: none"> • Confirm ABAG obligations to existing retirees; assess ongoing financial cost • Determine whether financial obligation will remain with ABAG JPA or become part of contract for service 	October 2016	Agency Finance Directors	
D6.	Existing retiree briefing	<ul style="list-style-type: none"> • Brief existing retirees 	November 2016	Agency Executive Directors	

E. General Administration

Objective: To establish a work program for general administrative activities following execution of a contract for service.

No.	Action Area	General Implementation Steps	Completion Date	Lead Implementation Responsibility	Comments
Administrative Services					
E1.	General financial services	<ul style="list-style-type: none"> Continue independent accounting of ABAG JPA for the term of the Contract for Service Identify ABAG financial structure and services required following execution of contract for service in FY 2016-17. Review ABAG financial systems and account structure to determine any proposed changes that may be needed for fiscal management, consolidation of staff functions and reporting requirements Establish fiscal oversight policies and procedures of ABAG financial systems, and reporting relationships of transitioned ABAG employees within the Finance Department Meet with enterprise services to understand their interests and financial services' needs; develop plan to meet the needs and/or transition the services Schedule briefing(s) with ABAG employees about MTC financial policies and procedures, e.g., purchasing and contract management Assess opportunities for consolidation and efficiency; develop a plan for doing so 	January-March 2017	Agency Finance Directors	These steps would occur following execution of a Contract for Service. Provide regular reports to the ABAG Executive Board.
E2.	Financial reporting	<ul style="list-style-type: none"> Review current ABAG financial reporting policies and practices Identify changes in financial reporting requirements if needed Review potential changes with ABAG staff to ensure compliance with third party contractors, enterprise functions or granting agencies and management information needs Review reporting requirements with ABAG Executive Board Develop implementation schedule 	January-March 2017	Agency Finance Directors	Provide reports to the ABAG Executive Board.
E3.	Treasury management	<ul style="list-style-type: none"> Assess ABAG investment policies and identify amendments as necessary 	January-March 2017	MTC Finance Director	

No.	Action Area	General Implementation Steps	Completion Date	Lead Implementation Responsibility	Comments
		<ul style="list-style-type: none"> Recommend to ABAG Executive Board for approval Assess services of ABAG existing financial managers; recommend changes and process to do so if determined to be necessary 			
E4.	Budget	<ul style="list-style-type: none"> Draft cost allocation program proposed to be implemented following Contract for Service; review with impacted grantees and grantors and enterprise services Develop and submit amended FY 2016-17 budget to ABAG policy bodies, if determined to be necessary Identify and recommend changes to annual budget process to ABAG policy bodies, if necessary 	January-March 2017	MTC Finance Director	
E5.	Human Resources	<ul style="list-style-type: none"> Identify MTC human resources policies and procedures that need to be conveyed to ABAG employees Schedule briefing sessions with ABAG employees to ensure understanding of MTC human resources policies and practices. 	January-March 2017	MTC Human Resources Director/Manager	
E6.	Information technology	<ul style="list-style-type: none"> Review current ABAG information technology systems and contracts Assess opportunities for consolidation and efficiency; develop a plan to do so 	January-March 2017	IT Directors/Managers for ABAG and MTC	
E7.	General support	<ul style="list-style-type: none"> Identify and evaluate responsibilities of existing ABAG and MTC support staff Develop transition plan for most effective use of support staff Redistribute responsibilities as needed 	January-March 2017	Deputy Directors	
E8.	Legal services	<ul style="list-style-type: none"> Identify legal services that may be provided by MTC legal counsel to the ABAG JPA and those that should be provided on a contract basis directly to the JPA Board Draft and issue an RFP for outside legal services; enter into a contract 	January 2017 January-March 2017	MTC Legal Counsel	ABAG legal counsel will also need to provide input.

Organizational Development

No.	Action Area	General Implementation Steps	Completion Date	Lead Implementation Responsibility	Comments
E9.	Organization structure	<ul style="list-style-type: none"> Review and assess existing MTC and ABAG organization structure, staffing levels and expertise Meet with respective agency policy bodies to review organization structure interests Meet with ABAG senior staff to understand support and services currently provided to the JPA policy makers, committees and member agencies Gain consensus on an organization structure that meets identified needs as well as the placement of transitioned ABAG staff Review as necessary with appropriate MTC and ABAG Committees Implement new organization structure 	January-March 2017	MTC Executive Director/Deputy Directors	
E10.	Unified, integrated planning department	<ul style="list-style-type: none"> Meet with each staff member individually to understand their interests and concerns regarding an integrated department and to assess the professional contributions each brings to the department Develop an integrated planning work program that sets forth how all work and the ABAG work program will be accomplished, eliminates duplication of effort, and assesses the staffing levels needed to carry it out Develop an organization structure that supports the integrated work program Communicate the structure and how work will be accomplished to the staff and policy bodies Conduct teambuilding session(s) with staff to establish vision, values and expectations of how staff will work together as an integrated planning function Engage staff periodically to gauge and evaluate team effectiveness 	January-March 2017	MTC Planning Director	
E11.	Unified Agency mission, vision and values	<ul style="list-style-type: none"> Conduct teambuilding session(s) with staff to establish vision, values and expectations of working together Share results with MTC and ABAG policy bodies Engage staff periodically to gauge and evaluate team 	January-March 2017	Agency Executive Director/outside consultant	

No.	Action Area	General Implementation Steps	Completion Date	Lead Implementation Responsibility	Comments
		effectiveness			
Commission, Board and Committee Support					
E12.	Reporting relationships	<ul style="list-style-type: none"> Determine the reporting relationship of the MTC Executive Director to the ABAG Executive Board and General Assembly Determine reporting relationships and board support for other ABAG Committees and JPAs 	December 2016	MTC Executive Director	
E13.	ABAG Executive Board, Committee and associated JPA administrative support	<ul style="list-style-type: none"> Identify and assess ABAG Board, committee and associated JPA Board administrative support needs Assign staff 	January-March 2017	Deputy Directors	
E14.	Policy committee structure	<ul style="list-style-type: none"> Develop process maps for selected MTC and ABAG committee processes to assess efficiency opportunities while respecting each agency’s statutory duties and responsibilities as the region’s MPO and COG Propose revisions to reduce staff and elected officials’ time commitments and improve transparency to the public 	March 2017	MTC Executive Director/Other executive level staff	

F. Planning Programs and Services

Objective: To develop an integrated work program for Plan Bay Area and establish a unified planning team positioned to address the region’s planning priorities.

No.	Action Area	General Implementation Steps	Completion Date	Lead Implementation Responsibility	Comments
Plan Bay Area					
F1.	Statutory and policy roles and responsibilities	<ul style="list-style-type: none"> Document, and if necessary, propose revised policy roles and responsibilities consistent with statute regarding the 	January-March 2017	MTC and ABAG Executive Board	

No.	Action Area	General Implementation Steps	Completion Date	Lead Implementation Responsibility	Comments
		preparation of the Sustainable Communities Strategy (SCS) <ul style="list-style-type: none"> • Prepare a policy decision making process map showing steps to review and adopt the SCS • Review with respective MTC and ABAG committees 			
F2.	Integrated work program and schedule	<ul style="list-style-type: none"> • Prepare a revised and fully integrated work program and schedule leading to adoption of a new Plan Bay Area in 2017 • Revise the community outreach and stakeholder engagement plan as necessary • Review both with appropriate MTC and ABAG committees 	January-March 2017	MTC Planning Director	
Integrated Planning Programs and Services					
F3.	Regional planning	<ul style="list-style-type: none"> • Identify existing and emerging regional issues that are not currently addressed by existing agency programs, and identify opportunities to address those issues, including funding opportunities • Forge closer relationships with BAAQMD and BCDC through BARC on cross-cutting regional issues • Discuss with local governments the opportunities and activities the unified department can undertake in support of local governments' efforts to implement local programs and policies addressing region-wide issues 	June 2017	MTC Planning Director	ABAG and MTC committees will likely have an interest in this as well as stakeholder groups and partner agencies.
F4.	Planning programs and services	<ul style="list-style-type: none"> • Inventory all planning programs and services • Assess duplication and opportunities for consolidation, integration or reassignment to other partners or agencies • Review possible changes with stakeholders, grantors or other partners' agencies as appropriate • Develop work program, schedule and assign staff to implement proposed changes 	April-June 2017	MTC Planning Director	ABAG and MTC committees may also be involved in this effort.

Attachment B. Overview of Proposed Implementation Plan for Option 7

Consolidation of All Staff Functions and Pursuit of New Governance Options

MTC-ABAG Merger Study



May 17, 2016

	2016						2017						
	June	July	Aug	Sept	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun
A. Framework and Schedule													
<i>Objective: To achieve consensus regarding the general framework, schedule and plan for implementation of Option 7.</i>													
A1a. Adopt resolution expressing support for Option 7	█												
A1b. Enter into agreement to support ABAG planning services		█											
A2. Develop implementation schedule		█											
A3. Request Commission/Board Chairs to work on contract and MOU		█											
A4a. Establish a joint employee/management committee		█											
A4b. Meet with employee bargaining groups		█	█	█	█								
A5. Develop Communications Plan		█											
B. Contract for Service													
<i>Objective: To conduct a financial analysis of the impact on both MTC and ABAG of consolidating all staff functions within MTC and develop a contract for service if determined to be feasible.</i>													
Financial Analysis (Due Diligence)													
B1. Conduct financial analysis, forecast and actuarial study		█	█	█	█	█							
B2. Analyze programs and services and determine ongoing costs		█	█	█	█	█							
B3. Evaluate cost structure to provide contract services		█	█	█	█	█							
Contract Development													
B4. Assign contract development team		█											
B5. Develop outline for scope of services to be included		█	█	█	█								
B6. Prepare proposed executive level organization structure		█	█	█	█								
B7. Develop work program to be carried out by MTC		█	█	█	█	█							
B8. Conduct legal assessment		█	█	█	█	█							
B9. Draft and execute services contract							█	█	█				
C. Memorandum of Understanding													
<i>Objective: To establish a time frame for future consideration of governance options.</i>													
C1a. Establish timeframe for future consideration of governance options							█	█	█				
C1b. Draft MOU and review with respective policy bodies							█	█	█				
C1c. Adopt MOU								█					
C2. Conduct evaluation										TBD			

Attachment B. Overview of Proposed Implementation Plan for Option 7

Consolidation of All Staff Functions and Pursuit of New Governance Options

MTC-ABAG Merger Study



May 17, 2016

	2016						2017						
	June	July	Aug	Sept	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun
D. Human Resources													
<i>Objective: To establish the compensation and benefit structure for ABAG employees to be transitioned to a consolidated agency.</i>													
D1. Document ABAG staff and compensation policies			■										
D2. Document ABAG benefit structure			■										
D3a. Sustain ABAG and relevant MTC vacancies	■	■											
D3b. Develop transition plan	■	■											
D4a. Implement transition plan and make employment offers	■	■	■	■	■	■	■						
D4b. Transition employees								■	■	■			
D5. Determine how to address ABAG obligations to retirees					■	■							
D6. Brief existing retirees						■							
E. General Administration													
<i>Objective: To establish a work program for general administrative activities following execution of a contract for service.</i>													
Administrative Services													
E1. Establish policies and procedures for financial management								■	■	■	■	■	■
E2. Develop financial reporting policies								■	■	■	■	■	■
E3. Assess ABAG investment policies and make changes as needed								■	■	■	■	■	■
E4. Amend budget documents following contract implementation								■	■	■	■	■	■
E5. Brief ABAG employees on new HR policies and procedures								■	■	■	■	■	■
E6. Assess opportunities to consolidate IT systems								■	■	■	■	■	■
E7. Redistribute support staff responsibilities, as needed								■	■	■	■	■	■
E8. Contract outside legal services for ABAG								■	■	■	■	■	■
Organizational Development													
E9a. Review existing MTC and ABAG organization structure								■	■	■	■	■	■
E9b. Meet with designated stakeholders on organization structure								■	■	■	■	■	■
E9c. Gain consensus around new structure and implement								■	■	■	■	■	■
E10a. Meet with planning staff to understand interests								■	■	■	■	■	■
E10b. Develop integrated planning work program								■	■	■	■	■	■
E11a. Conduct teambuilding sessions								■	■	■	■	■	■
E11b. Establish vision, values and expectations for planning dept.								■	■	■	■	■	■
Commission, Board and Committee Support													
E12. Determine reporting relationships							■						
E13. Assess policy body staff support needs and assign staff								■	■	■	■	■	■
E14a. Study policy committee structure (using process maps)								■	■	■	■	■	■
E14b. Propose revisions to policy committee structure									■	■	■	■	■

Attachment B. Overview of Proposed Implementation Plan for Option 7

Consolidation of All Staff Functions and Pursuit of New Governance Options

MTC-ABAG Merger Study



May 17, 2016

	2016							2017					
	June	July	Aug	Sept	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun
F. Policy Programs and Services													
<i>Objective: To develop an integrated work program for Plan Bay Area and establish a unified planning team positioned to address the region's planning priorities.</i>													
F1a. Prepare PBA policy decision making process map													
F1b. Propose revised policy roles and responsibilities, if necessary													
F2. Prepare revised and fully integrated PBA work program													
F3a. Identify existing and regional issues to include													
F3b. Forge closer relationship with BAAQMD and BCDC													
F4. Inventory services and develop planning work program													

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