

# 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, December 4, 2015, 10:00 AM

Location:

Joseph P. Bort MetroCenter  
Lawrence D. Dahms Auditorium  
101 8<sup>th</sup> Street  
Oakland, California

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

*Agenda and attachments available at [abag.ca.gov](http://abag.ca.gov)*

*This meeting is scheduled to be audiocast live on the Metropolitan Transportation Commission website at [mtc.ca.gov](http://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 ALLEGIANCE**
- 3. MTC COMPENSATION ANNOUNCEMENT**  
MTC Committee Secretary
- 4. ABAG COMPENSATION ANNOUNCEMENT**  
ABAG Clerk of the Board
- 5. REPORT ON MTC / ABAG MERGER STUDY—COMMITTEE MEMBERS**  
ABAG Administrative Committee Information / MTC Planning Committee Information
  - A. MTC AND ABAG OBJECTIVES**
  - B. SCOPE OF WORK**
  - C. CONSULTANT SELECTION PROCESS**

**ABAG Administrative Committee**

December 4, 2015

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**D. AGENCY COST SHARING FOR MERGER STUDY**

**E. STAKEHOLDER INPUT / TECHNICAL ADVISORY COMMITTEE, INCLUDING HOW TO ADDRESS REQUESTS FOR SPEAKING ENGAGEMENTS**

**6. PUBLIC COMMENT / OTHER BUSINESS**

**7. ADJOURNMENT / NEXT MEETING**

Next meeting: January 22, 2015, 10:00 AM

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:

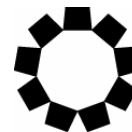
/s/ Julie Pierce  
Chair, Administrative Committee

Date Submitted: December 1, 2015

Date Posted: December 2, 2015

# ASSOCIATION OF BAY AREA GOVERNMENTS

Representing City and County Governments of the San Francisco Bay Area



ABAG

## AGENDA

### REVISED

#### ADMINISTRATIVE COMMITTEE

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MTC Committee Secretary

#### 4. ABAG COMPENSATION ANNOUNCEMENT

ABAG Clerk of the Board

#### 5. REPORT ON MTC / ABAG MERGER STUDY—COMMITTEE MEMBERS

ABAG Administrative Committee Information / MTC Planning Committee Information

*Attachment: ABAG / MTC Merger Study and Preliminary Scope of Work*

##### A. MTC AND ABAG OBJECTIVES

##### B. SCOPE OF WORK

##### C. CONSULTANT SELECTION PROCESS

##### D. AGENCY COST SHARING FOR MERGER STUDY

**ABAG Administrative Committee**

December 4, 2015

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**E. STAKEHOLDER INPUT / TECHNICAL ADVISORY COMMITTEE, INCLUDING HOW  
TO ADDRESS REQUESTS FOR SPEAKING ENGAGEMENTS**

**6. PUBLIC COMMENT / OTHER BUSINESS**

**7. ADJOURNMENT / NEXT MEETING**

Next meeting: January 22, 2015, 10:00 AM

Submitted:

/s/ Ezra Rapport, Secretary-Treasurer

Date Submitted: December 1, 2015

Date Posted: December 2, 2015



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](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**

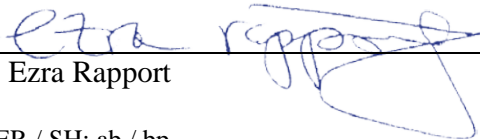
The consultant selection process is underway. A Request for Qualifications was released on November 5 and closed on November 20. The current anticipated schedule calls for a recommendation to be considered for concurrence by the MTC Planning and ABAG Administrative Committee at your Special December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

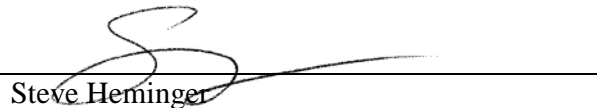
### **Agency Cost Sharing for Merger Study**

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.