

Draft Memorandum for the Record

Boston Region Metropolitan Planning Organization

Memorandum of Understanding (MOU) Update Committee Meeting Summary

April 3, 2024, Meeting

1:30 PM–2:12 PM, Zoom Video Conferencing Platform

Tom Bent, representing the Inner Core Committee (City of Somerville) and Mayor Katjana Ballantyne

Decisions

The Memorandum of Understanding (MOU) Update Committee agreed to the following:

- Approve the minutes of the meeting of January 16, 2024

Meeting Agenda

1. Introductions

See attendance on page 6.

2. Public Comments

There were none.

3. Action Item: Approval of January 16, 2024, MOU Meeting Minutes Documents posted to the MPO meeting calendar

1. MOU Meeting Minutes of January 16, 2024 ([pdf](#)) ([html](#))

Vote

A motion to approve the minutes of the meeting of January 16, 2024, was made by the Metropolitan Area Planning Council (Eric Bourassa) and seconded by the City of Boston (Jen Rowe). The motion carried.

4. Advisory Council Role Progress Update—*Stella Jordan, MPO Staff*

Stella Jordan, MPO staff, presented on progress towards updating the Regional Transportation Advisory Council's (RTAC) role in the MOU. In a March 13, 2024, Advisory Council meeting, staff shared information on the MOU Update Committee's update process, update timeline, and recommendations for updating the Advisory Council language within the MOU. Those changes included the following:

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- Clarifying the role and mission of the Advisory Council
- Outlining the relationship between the Advisory Council and the MPO board, staff, and engagement activities
- Clearly defining goals for the Advisory Council while keeping language for specific mechanisms and logistics for how the Advisory Council functions vague

During the March 13, 2024, meeting, the Advisory Council also reviewed research from peer agencies' advisory councils and discussed key takeaways and common challenges related to structure, membership, mission, and impact. Advisory Council members also discussed the Advisory Council's own mission and role in relation to the MPO planning process. These key takeaways included the following:

- The need for more robust membership and member engagement
- The interest in education opportunities for Advisory Council members
- The importance and impact of the Advisory Council's seat on the MPO board
- The relationship between the Advisory Council and MPO staff

S. Jordan stated that the Advisory Council has been incorporating the feedback from the March 13, 2024, meeting into a draft update of the Advisory Council section in the MOU that will be presented and discussed at the April 10, 2024, Advisory Council meeting. Pending changes to be incorporated from the April 10, 2024, discussion, the draft language will be brought to the MOU Update Committee for further discussion.

5. Regional Transit Authority (RTA) Representation Memorandum— *Dave Hong, MPO Staff*

Dave Hong, MPO staff, presented a memorandum summarizing the MOU Update Committee's recommendation on regional transit authority (RTA) representation, which will be presented at the April 18, 2024, MPO board meeting.

D. Hong stated that, in 2022, federal agencies issued recommendations to the MPO to work with the MetroWest Regional Transit Authority (MWRTA) and the Cape Ann Transportation Authority (CATA) to ensure that these entities had satisfactory representation in the MPO board. D. Hong stated that federal agencies issued a similar recommendation in 2014, but it did not prescribe the precise format for representation. In 2019, the MPO board considered establishing a transit committee led by the RTAs, but the structure was not agreed upon by the RTAs as satisfactory. In 2023, the MPO board delegated revisions of the MOU, including the topic of RTA representation, to the MOU Update Committee. Since then, the committee has reviewed federal regulations related to the composition of MPO boards, met with the two RTAs to understand what form of representation would be satisfactory, and discussed several other items.

D. Hong stated that the MOU Update Committee's recommendation for RTA representation is to add one permanent voting seat on the MPO board shared by the region's RTAs on a rotational basis, each serving two-year terms. The board will discuss, ask questions, and vote on this recommendation.

6. Central Transportation Planning Staff/Metropolitan Area Planning Council Fiduciary Agreement Progress Update—*Tegin Teich, Executive Director*

Tegin Teich, Executive Director, presented on language in the MOU that references the existence of both Central Transportation Planning Staff (CTPS) as staff to the MPO and the fact that there is a fiduciary agent to support that staff. T. Teich described three parts of the progress update for the Fiduciary Agreement, which included the following:

- Focus area 1: Section D in the MOU describing CTPS and its fiduciary agent
- Focus area 2: Fiduciary agent agreement between the MPO board and staff with fiduciary agent MAPC
- Focus area 3: Administrative appendix to the fiduciary agent agreement

Focus area 1 was discussed during this meeting, while Focus areas 2 and 3 would be discussed in May and summer 2024, respectively. T. Teich stated that she hopes to present both the updated language and the MOU to the MPO board as well as the updated full fiduciary agent agreement negotiated with the MAPC plus the detailed administrative appendix in fall 2024.

Federal partners provided guidance for the MOU, which recommended updating the language in a way that provides clear distinction between MAPC as the fiduciary agent and CTPS as staff to the MPO board. T. Teich acknowledged the challenges proposed by having MAPC represented on the MPO board while also operating as the fiduciary agent. T. Teich explained that there has been confusion regarding overlapping goals and work. T. Teich expressed intent to work with the MAPC to build up the understanding of the two agencies' roles, and to see how the MAPC and CTPS can work together to ensure effective regional planning.

T. Teich summarized the key changes to the MOU language regarding the fiduciary agreement, which included the following:

- Updated reference to the existence of staff to the MPO
- New language that describes the range of business services from the fiduciary agent

- Clarifying language to explain that the employment policies are developed by CTPS leadership in cooperation with the fiduciary agent
- Clarifying language to explain that when a fiduciary agent is engaged in policy decisions affecting the MPO (i.e. as a board member), that individual is expected to act in the best interests of the Boston Region MPO

Discussion

John Romano, Massachusetts Department of Transportation (MassDOT), expressed his support for the changes and remarked that MPO staff did well on the language.

Tom Bent, Inner Core Committee (ICC) (City of Somerville), asked when the last time the fiduciary agreement was updated. T. Teich stated that 2001 is the date of the agreement that is currently in effect, but it was never fully executed with formal signatures. However, it was a fully negotiated final version of the agreement at the time. T. Teich stated that the outdated language has taken some time to modernize due to the evolution of the organizations over time.

T. Bent additionally asked if legal counsel would be necessary to finalize the agreement. T. Teich responded that staff are currently working with MAPC legal counsel, which operates in the best interest of both agencies. T. Teich stated that the board could discuss approving external legal counsel to review the agreement.

Jen Rowe, City of Boston, stated that there was an absence of new language that describes the range of business services from the fiduciary agent and clarifying language that the employment policies are developed by CTPS leadership in cooperation with the fiduciary agent from the MOU draft of the fiduciary agreement. T. Teich responded that it is explained further in the fiduciary agreement and the appendix but is stated simply in the MOU draft.

Brian Kane, MBTA Advisory Board, asked if CTPS is required to go through a procurement process to establish who the fiduciary agent is. Marjie Weinberger, MAPC legal counsel, stated that because it is an interagency, intergovernmental agreement, CTPS does not need to seek procurement for this purpose.

7. Looking Ahead—Work Planning— *Dave Hong, MPO Staff*

D. Hong presented a draft of the 2024 MOU Work Plan and key dates:

- April 3, 2024 (MOU Update Committee)
 - Review RTA memo intended for the board
 - Advisory Council progress update
 - Fiduciary agreement progress update

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- April 4, 2024 (MPO board)
 - Committee Chair Report: the committee will bring a vote to the board to deliberate on RTA representation
- April 18, 2024 (MPO board)
 - Action item: vote to approve the creation of an RTA seat on the board
- May 1, 2024 (MOU Update Committee)
 - Advisory Council progress update (to be confirmed)
 - Agency collaboration module planning (to be confirmed)
- May 2, 2024 (MPO board)
 - Committee Chair Report: To be determined
- May 16, 2024 (MPO board)
 - Committee Chair Report: Communication regarding ongoing MOU updates shared with members of the public and input to be gathered in the fall (to be confirmed)

Lenard Diggins, Advisory Council, asked if the RTA seat would go into effect with the signing of the updated MOU, or with the MPO board election in the fall. L. Diggins stated that it would make sense to have the new members join the first meeting after the board election in the fall. T. Teich responded that staff will talk about the potential discrepancy in the dates internally, but she noted that it does make sense to bring in new members during the first meeting.

D. Hong continued with the presentation and stated that staff may move the date for the Agency Collaboration Description Update to frontload the work and ensure that the committee is in good standing with the work plan.

8. Members' Items

There were none.

9. Adjourn

A motion to adjourn was made by the Advisory Council (L. Diggins) and seconded by the City of Boston (J. Rowe). The motion carried.

Attendance

Members	Representatives and Alternates
Inner Core Committee, City of Somerville	Tom Bent
MBTA Advisory Board	Brian Kane
MetroWest Regional Collaborative, City of Framingham	Dennis Giombetti
Massachusetts Department of Transportation	Derek Krevat
Metropolitan Area Planning Council	Eric Bourassa
Massachusetts Department of Transportation	John Romano
Regional Transportation Advisory Council	Len Diggins
City of Boston	Jen Rowe

Other Attendees	Affiliation
Joy Glynn	MetroWest Regional Transit Authority
Jim Nee	MetroWest Regional Transit Authority
Cam Sullivan	MetroWest Regional Transit Authority
Jesse Riedle	Town of Bellingham
Marjie Weinberger	Metropolitan Area Planning Council
Paula Walsh	Town of Acton

MPO Staff/Central Transportation Planning Staff

Tegin Teich, Executive Director
Dave Hong
Erin Maguire
Annette Demchur
Ethan Lapointe
Abby Cutrumbes
Stella Jordan
Sean Rourke
Gina Perille

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