



**APPROVED – MINUTES**  
**NASHUA REGIONAL PLANNING COMMISSION**  
**Held via Zoom**  
**May 13<sup>th</sup>, 2020**

**Members Present:**

Susan Ruch, Amherst  
Tamara Sorell, Brookline  
Robert Larmouth, Hollis  
James Battis, Hudson  
Kim Queenan, Litchfield  
Karin Elmer, Merrimack  
Tim Tenhave, Merrimack

Janet Langdell, Milford  
Tim Berry, Mont Vernon  
Mike Fimble, Mont Vernon  
Ed Weber, Nashua  
Hal Lynde, Pelham  
Jim Kofalt, Wilton

**Others Present:**

William Rose, NHDOT

**Staff Present:**

Jay Minkarah, Executive Director  
Sara Siskavich, Assistant Director  
Kate Lafond, Business Manager  
Gregg Lantos, Principal Transportation Planner/MPO  
Coordinator  
Matt Waitkins, Transportation Planner  
Mason Twombly, Regional-Environmental Planner

**Welcome and Introductions:**

Elmer opened the meeting at 6:00 p.m. Minkarah reviewed the Zoom meeting procedures and protocols. A roll call attendance was then conducted.

**Privilege of the Floor:**

No members of the public wished to speak.

**Discussion of proposed Bylaws Amendments**

Minkarah reviewed RSA 36:46 Formation of Regional Planning Commissions. Minkarah indicated that the NRPC Bylaws are based on this RSA. NRPC is also a Metropolitan Planning Organization (MPO). The Bylaws were amended to reflect and comply with the MPO designation in 2011. Additionally, there is an MPO Transportation Planning Prospectus that outlines the MPO structure and responsibilities, however, a record of adoption cannot be found. Finally, in 2012 we became a Transportation Management Area (TMA) because the region's population surpassed 200,000 in the 2010 Census. As a TMA, the NRPC MPO is the lead agency to select and program projects within the Nashua urbanized area (UZA). Federal rules govern the TMA structure including the structure of its governing body. Most importantly, these rules require that public transit agencies operating in the region are represented on the governing body of the MPO along with appropriate state and federal officials. To bring us into compliance, the proposed amendments would add a representative from the

Nashua Transit System (NTS) and Souhegan Valley Transportation Collaborative (SVTC) to the MPO policy board. Minkarah continued that the proposed amendments to the Bylaws would also provide for a clearer distinction between the structure and responsibilities of the Commission and the MPO Policy Board. Minkarah reviewed the amended Bylaws noting that to delineate between Commission business and MPO business, the MPO Policy Board would have its own business item on the agenda.

Battis asked if rail transit was expanded would Massachusetts Bay Transportation Authority (MBTA) become a member of the MPO. Minkarah stated that he would have to look into that further, if the expansion were to happen, he does not know who the operator would be.

Langdell pointed out that the TMA structure in the Code of Federal Regulations states the TMA shall consist of locally elected officials. Minkarah indicated that his interpretation of #3 of the highlighted section of the Code of Federal Regulations in the agenda packet (excerpt below) reconciles this and allows for duly appointed officials via NH RSA 36:46.

*“(3) Representation. (i) Designation or selection of officials or representatives under paragraph (d)(1) of this section shall be determined by the MPO according to the bylaws or enabling statute of the organization.”*

Langdell asked regarding residency. Minkarah stated that it is clear under state statute that a Commissioner has to be a resident of the appointing community.

Ruch thought it may be problematic to have the NTS and SVTC representatives also be the municipal representative, she would like the town to give their ok for the individual to serve as both. Fimbel asked why, is it a concern of balance of power. Minkarah clarified for Ruch that the town's interest and the transportation provider's interest may differ. Tenhave noted that in this instance we refer to the position as a municipal representative but questioned if this could be changed to Commissioner as that is the term used throughout the document. Minkarah stated yes.

Discussion ensued regarding the proposed MPO Policy Committee Business standing item on the agenda. Tenhave asked if for this would there be a separate vote and a separate set of minutes. Minkarah agreed that would be appropriate as the MPO is a decision-making body.

Fimbel asked if there was a hierarchy amongst the Executive Committee, Commission, and MPO. Minkarah stated no, each has different decision-making authorities.

Elmer asked that the minutes from this meeting be provided in the June agenda packet. Weber made a few suggestions regarding commenting and voting for the next meeting. Fimble thanked Minkarah for his research and work in this undertaking. Ruch agreed that this process has been a lot of work and the draft Bylaw amendment reflects the many comments that were taken into consideration. Ruch added that what is proposed looks like a good approach.

**Discussion of proposed formation of Nashua Regional Planning Commission Foundation 501(c)(3)**

Minkarah began by explaining that the formation of a non-profit would be to support NRPC. Doing so would enable us to access grants and foundation donations that are only awarded to 501(c)(3)'s. Minkarah noted that Southern New Hampshire Planning Commission and more recently Upper Valley Lake Sunapee Regional Planning Commission have formed non-profits. Minkarah continued that he

reached out to the attorney who helped draft the presented Articles of Agreement and Bylaws. The Bylaws are simple, the non-profit would be a separate legal entity with a small 5-member Board of Directors. The composition of the Board of Directors would include the current Commission Chair, Vice-chair, Treasurer, and two other members would be appointed by the Executive Committee and confirmed by the full Commission.

Tenhave asked if additional duties would be too much for the Chair, Vice-Chair, and Treasurer. Ruch indicated that she personally wouldn't view it as particularly burdensome and overlapping makes sense. Langdell pointed out that the Chair, Vice-Chair, and Treasurer don't have to serve as President of the non-profit.

Fimble commented having been Treasurer of a non-profit, there would be entirely separate accounting and reporting so does the Commission have a say or is decision making limited to the directors of the non-profit. Minkarah stated that decisions would be limited to the Board of Directors, but this is why the Bylaws provide for overlapping membership. Minkarah envisions the non-profit applying for and receiving funds and granting them to NRPC.

Minkarah reviewed the Bylaws for the proposed 501(c)(3) and pointed out they are very much coterminous with the Commission Bylaws. Ruch questioned the 2/3 vote aspect of Article III, Section 7 which addresses removal of a board member, 2/3 would be 4 of the 5 members. Langdell suggested having a 7-member board. Minkarah noted that would make for more representation. Langdell suggested the 2 additional members be from outside the Commission which may provide for more connections. Several Commissioners present agreed with this. Minkarah stated that the change to the structure of the non-profit will be made. Tenhave suggested that in Article III, Section 9 which addresses filling vacancies the vacancy be filled until the Commission's next meeting.

### **Adjourn**

With no further comments or concerns regarding the documents, Minkarah informed those present that both topics would go before the full Commission at the June meeting for a formal vote. Susan suggested that Commissioners may want to get input from the communities that they represent prior to the June meeting. Fimble asked if this is something that goes before the municipalities. Minkarah stated that the Commission is the deciding board and a 2/3 vote is needed to adopt the amended Bylaws. Minkarah stated that outreach to the Town Administrators and Boards of Selectmen can be done. Langdell suggested sending to the Planning Boards as well.

Motion to adjourn was made by Ruch with a second from Langdell. The meeting ended at 7:01 p.m. The next Commission meeting will be held on Wednesday, June 17<sup>th</sup>, 2020 at 7:00 p.m.

Respectfully submitted

Jay Minkarah, Executive Director: \_\_\_\_\_