

**Memorandum of Understanding (MOU)**  
**Mark-up of section that describes the Boston Region MPO fiduciary**

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**Text from certification review**

*Update the description of and reference to the fiduciary agent agreement, providing clear distinction between MAPC and Central Transportation Planning Staff (CTPS)*

**Text from the Boston Region MPO Memorandum of Understanding**

D. Central Transportation Planning Staff (CTPS)

~~The Boston Region MPO agencies shall contribute resources in the form of funds, staff, and other contributions, to support a unified inter-agency transportation planning staff, known as the Central Transportation Planning Staff ("CTPS"), to assist in carrying out the Region's 3-C process under the policy control of the Boston Region MPO.~~

~~The Central Transportation Planning Staff ("CTPS") is the staff to the Boston Region MPO, with the primary responsibility of carrying out the Region's 3-C process under the policy control of the Boston Region MPO. As such, CTPS's work shall be funded through all applicable federal financing for metropolitan transportation planning under 23 USC 104(f) and 49 USC 5338(g)(1). CTPS shall provide planning services to the Boston Region MPO. As long as the requirements of the 3-C process are being met per applicable rules for metropolitan planning funds, CTPS may carry out additional work funded by other parties with additional resources. From time to time, other parties may provide additional resources through the state planning program and through other resources, whether subject to federal transportation rules governing metropolitan planning funds or not. All work undertaken for the Boston Region MPO shall be in an approved UPWP. All work funded through federal financing for metropolitan transportation planning under 23 USC 104(f) and 49 USC 5338(g)(1) shall be approved by the Boston Region MPO in accordance with applicable rules provided that the cities and towns shall have a substantial role in the development of the UPWP particularly in the activities specified for metropolitan planning funds.~~

Since CTPS is not an independent legal entity agency, the Boston Region MPO retains a fiduciary agent for all of the Boston Region MPO's financial resources. This fiduciary agent also provides business services for a fee to CTPS in the areas of finance, human resources, procurement, and legal counsel. ~~MAPC is currently the fiduciary agent.~~ the CTPS as staff to the MPO staff shall be defined legally as employees of the fiduciary agent, and as such they shall be administered according to employment policies established by CTPS leadership in

cooperation with the fiduciary agent the Boston Region MPO subject to applicable federal, state, and local laws and regulations and to the availability of funds.

While the Boston Region MPO retains a fiduciary agent to legally employ its staff, CTPS shall carry out its work consistent with the vision, goals, policies of the Boston Region MPO board subject to federal regulations guiding MPOs.

At any time during which the fiduciary agent is a member of the Boston Region MPO, as is the fiduciary agent, MAPC, the role and actions of the fiduciary agent are recognized as distinct/distinguished from its role and actions as a policy member of the Boston Region MPO. When engaged in policy decisions for the Boston Region MPO, the fiduciary agency must act in the best interests of the Boston Region MPO and its members. in that the fiduciary agent shall be limited to implementing actions of the Boston Region MPO subject to the applicable federal, state and local laws, and regulations and to the availability of funds.

The Boston Region MPO shall indemnify and hold the fiduciary agent harmless from liabilities occurring out of actions taken under its normal administration of the Boston Region MPO's activities. The Boston Region MPO and the fiduciary agent shall enter into an agreement detailing the financial and legal obligations of each party as determined by the Boston Region MPO. CTPS and the fiduciary agent shall mutually develop and maintain an administrative appendix to this agreement detailing the financial, human resources, procurement, and legal services to be provided to CTPS by the fiduciary agent.

As long as the requirements of the 3-C process are being met per applicable rules for metropolitan planning funds, CTPS may carry out additional work funded by other parties with additional resources. All work undertaken for the Boston Region MPO shall be in an approved UPWP, regardless of whether additional resources to fund that work are subject to federal transportation rules governing metropolitan planning funds. All work not subject to federal transportation rules governing metropolitan planning funds must be approved by the Boston Region MPO for inclusion in the UPWP if the level of effort meets the threshold mutually agreed upon by the chair and vice-chair. CTPS may be selected by a the sponsoring agency or other parties to deliver transportation planning services using these funds. The Boston Region MPO shall approve such requests provided it determines that: 1) CTPS has sufficient resources to complete such work in a capable and timely manner; and 2) by undertaking such work, CTPS neither delays completion nor reduces the quality of other work in the UPWP.