



NOTICE OF MEETING

WHO: Nashua Regional Planning Commission

WHEN: Wednesday – March 18, 2020 – 7:00 P.M.

WHERE: NRPC Conference Room

AGENDA

7:00 pm - Call to Order

1. Welcome and Introductions (7:00)
2. Privilege of the Floor (7:05)
3. Approval of Minutes – December 18, 2019 public session (***action required***) (7:10)
4. Presentation: Locally Coordinated Transportation Plan – findings and recommendations (7:15)
5. Transportation Project Updates: (7:35)
 - Ten Year Plan process
 - FHWA/FTA TMA Planning Certification Review Draft Report
 - Nashua Interregional Transit Study – project update
 - UPWP Updates
6. NRPC Foundation 501(c)(3) (***action required***): (7:50)
7. NRPC Bylaws and Prospectus (***discussion only***): (8:05)
8. Legislative Updates – discussion of pending legislation (8:15)
9. General Updates: (8:35)
10. Commissioners Roundtable (8:40)
11. Adjourn (9:00)

***Next Meeting – The next NRPC Commission meeting is scheduled for
Wednesday, June 17, 2020 at 7:00 pm***



DRAFT – MINUTES
NASHUA REGIONAL PLANNING COMMISSION
Held at the NRPC Office
30 Temple Street, Suite 310, Nashua, NH
December 18th, 2019

Members Present:

Susan Ruch, Amherst
Tamara Sorell, Brookline
Robert Larmouth, Hollis
Venu Rao, Hollis
James Battis, Hudson
Kim Queenan, Litchfield
Tim Tenhave, Merrimack
Janet Langdell, Milford
Chris Constantino, Milford

Tim Berry, Mont Vernon
Mary-Ann Melizzi-Golja, Nashua
Ed Weber, Nashua
Dave Hennessey, Pelham
Hal Lynde, Pelham
Kermit Williams, Wilton
Jim Kofalt, Wilton

Others Present:

Tim White, NH DES
Michael Croteau, Town of Litchfield
Camille Pattison, NTS
Suzanne Fournier, Brox Environmental
Citizens

Staff Present:

Jay Minkarah, Executive Director
Sara Siskavich, Assistant Director
Kate Lafond, Business Manager
Matt Waitkins, Transportation Planner

Welcome and Introductions:

Battis opened the meeting at 7:00 p.m.

Privilege of the Floor:

No members of the public wished to speak.

Approval of the Minutes – June 19th, 2019

Minkarah noted that the minutes from the June 19th meeting were tabled in September as no one was identified as having made or seconded the motion to adopt the Public Involvement Process. The meeting notes were reviewed however they provided no additional information.

Ruch motioned with a second from Hennessey,

THAT the minutes of June 19th, 2019 be approved as written and placed on file.

The motion **carried** with abstentions from Constantino, Queenan, Rao, and Williams.

Approval of the Minutes – September 18th, 2019

Battis suggested that the presentation slides noted on page 2 of the minutes be attached to the minutes. It was agreed that listing the URL where the slides can be accessed would be sufficient.

Tenhaven motioned with a second from Ruch,

THAT the minutes of September 18th, 2019 be approved as amended and placed on file.

The motion **carried** with abstentions from Larmouth, Lynde, Queenan, and Rao.

Public Hearing - Proposed adoption of the 2019 Regional Housing Needs Assessment

Battis opened the public hearing at 7:10 p.m.

Minkarah presented an overview of the draft NRPC Regional Housing Needs Assessment. Minkarah noted that a presentation was given at the September Commission meeting since that time additions and changes were made based on comments received.

Presentation slides can be accessed at:

https://www.nashuarpc.org/files/6915/8143/9237/2019_Regional_Housing_Needs_Assessment.pdf

The floor opened to questions and discussion:

Hennessey commented that the statistics understate the problem and noted that seniors aren't moving into 55+ housing as fast as we thought they would, and we are seeing more out of state people moving into these units. Hennessey thinks that age-restricted housing should be inventoried. Hennessey continued to talk about absorption rates noting that the housing market is seeing historic listing lows. The lack of inventory is driving the cost of housing up.

Lynde commented that residents in Pelham voted on eliminating 55+ housing.

Williams noted that this presentation speaks to the low vacancy rates for rental housing but shows the need for more single-family houses rather than rentals. Minkarah noted that there is not enough historical data to reflect the need for rental housing however towns should consider changing their regulations to allow for it.

Weber noted that Nashua has increasing rental housing on Groton Road which also connects to trails, so this is a plus-plus.

Minkarah reviewed comments received from the City of Nashua and the Nashua Soup Kitchen and noted changes that would be made to address some of the comments.

It was asked if HUD takes into account property taxes. Minkarah stated that as he understands it yes, averages.

Langdell asked that the plan be updated with the most recent data prior to publishing.

Hennessey urged that the document be reviewed and updated when we have next year's census data.

Battis closed the public hearing at 7:43 p.m.

Ruch motioned with a second from Hennessey,

THAT the Regional Housing Needs Assessment be adopted with the proposed amendment.

The motion **carried** unanimously.

Presentation – Matt Waitkins, Senior Transportation Planner: Nashua Region Transit System Service Expansion Study

Presentation slides can be accessed at:

https://www.nashuarpc.org/files/6515/8048/9368/Nashua_Regional_Transit_Expansion_Final.pdf

Waitkins presented an overview of the Nashua Region Transit System Service Expansion Study.

Hennessey asked if the surveys given to Hitchner Manufacturing were given to all three shifts. Minkarah stated yes and noted that employers like Hitchner and Alene Candles are very interested in transit services to their location.

Williams asked how frequently the bus would run? Pattison spoke to how NTS currently runs and noted that some routes are under-performers which are evaluated by NTS but not all routes are going to be high performers as some are bringing riders in to connect with busier routes.

Hennessey discussed transit going into Massachusetts in order to receive some additional funding and long-range transit to Manchester Airport could be a benefit. Minkarah noted that another transit study will kick off in January which will look at connecting to the MBTA Commuter Rail/Lowell Regional Transit station (Gallager Terminal) in Lowell, UMass Lowell and the Alewife MBTA station in Cambridge.

It was noted that community and employer buy-in would be necessary to expand the transit expansion routes identified in this study. Minkarah agreed and noted that the lack of transit impacts economic development.

Weber suggested that it might behoove employers to change shifts to align with existing route times.

Hennessey asked if the bus route schedule links to Google. Pattison stated yes but not in real-time. NTS has a grant application in for a real-time app component. The benefit of increased ridership as a result of real-time technology was discussed.

Rao suggested that bike stands at bus stops could increase ridership. Minkarah noted that riders can store their bikes on the bus. Pattison indicated that NTS buses have racks that can hold two bikes.

Transportation Project Updates

Minkarah indicated that the Governor's Advisory Commission on Intermodal Transportation (GACIT) has finished the Ten-Year Plan (TYP) public hearing process. At this point, the draft will go on to the Governor and Legislature for review and recommendations before final approval by the Governor. Minkarah identified projects in the region included in the draft TYP and noted that most projects have been advanced by one or two years. Some projects identified include an Amherst rail trail, Brookline Route 13, Nashua sidewalk and bike lanes, and Taylor Falls Bridge rehabilitation.

Minkarah described the Congestion Mitigation Air Quality (CMAQ) funded projects. Two sidewalk projects in Milford and a traffic reconfiguration in Nashua. Minkarah stated that he hopes more projects are applied for in the next round.

General Updates

- At the last meeting, amending the Bylaws to comply with Transportation Management Area (TMA) requirements was discussed. Minkarah hopes to receive input in January from the recent TMA review process regarding our composition.
- The Annual Forum will be held Thursday, April 9th at Labelle Winery. The theme for this year's event is entrepreneurship.
- NRPC is in the process of updating the Regional Plan.

Commissioner's Roundtable

Milford: Langdell is pleased that the town has received CMAQ funding for the two projects earlier identified. These projects will improve pedestrian mobility.

Nashua: Melizzi-Golja reported that after 20 years, funding for an update of the Master Plan was approved and the RFP has been put out. Also, Planning Director Roger Houston is retiring.

Amherst: Ruch reported that NRPC will be working with the town to complete their Master Plan update. She is looking forward to the process.

Pelham: Hennessey indicated that there is a Warrant Article that will essentially do away with cluster housing. Hennessey commented that this is disheartening given the housing needs in the region. Lynde expressed that he was happy with the projects that the town has taken on including the double stone arch bridge. Lynde continued that when people hear affordable housing, they think section 8 but Pelham is taking steps to loosen the regulations.

Hollis: Larmouth commented that Hollis' taxes have gone up as a result of school improvements and land purchases.

Brookline: Sorell attended the statewide meeting of commissioners. She found it interesting that some of the issues that our region is experiencing are statewide issues.

Wilton: Williams indicated that there is an interesting project developing with NRPC and the town's Economic Development Committee. Williams also noted that the town is addressing emergency dispatch services, he wishes that this was something that NRPC had a hand in but if other towns in the region are also dealing with contracting dispatch services and want to collaborate, he would like to talk. From his State Rep perspective, Williams added that there are several bills that will have an impact on towns, he encourages all to take a look.

Hudson: Battis reported that NRPC is assisting the town with its Master Plan update. He has been very encouraged by the community input.

Merrimack: Tenhave indicated that the town is still dealing with PFAs. There is also a large housing project (77 homes) going to the Planning Board. As part of this housing project, a sewer line that has

had problems in the past would be corrected. Additionally, the town's Conservation Commission is kicking around the idea of creating a Conservation Officer as the town of Londonderry has.

Mont Vernon: Berry noted that the housing development that was reduced by 4 lots due to watershed protection requirements is going on to the ZBA.

Litchfield: Queenan reported that NRPC has assisted the town complete the Master Plan Transportation Chapter. Open space subdivisions have been a big topic like in other towns. The town's Capital Improvement Committee is updating its Capital Improvement Plan and the town has added five properties to the state historic register.

NHDES: The clean diesel program (DERA) solicitation received nine applications of which seven will be funded. This leaves funds available for another round of solicitation. Also, the RFP for charging stations can be found on the OSI website.

Adjourn

Motion to adjourn was made by Ruch with a second from Constantino. The meeting ended at 9:15 pm. The next Commission meeting will be held on Wednesday, March 18th, 2020 at 7:00 p.m.

Respectfully submitted

Jay Minkarah, Executive Director: _____

PRELIMINARY SCHEDULE FOR FY 2023-2032 TEN YEAR PLAN PROJECT SUBMISSIONS

March 2020

- Distribute list of existing unfunded MTP projects eligible for TYP project submissions to TTAC.
- Inform MPO Policy Committee of TYP process and schedule.

April - June 2020

- Communications and visits with local communities to inform of TYP process and identify interest in advancing existing MTP projects and potential new project submissions for TYP.
- Confirmation of existing projects in TYP as regional priorities and identify desired re-ordering of project priorities (i.e. advancing one project over another project).
- Transportation Planning Collaborative revises project scoring system.

May - June 2020

- Distribution of final project submission forms to communities.
- Technical assistance to communities in preparing project submissions.
- Review project submissions with MPO Policy Committee.

September 2020

- NRPC staff in consultation with TTAC conducts project scoring.
- Review TYP project scoring and preliminary prioritization within allocated budget with MPO Policy Committee.

December 4, 2020

- Draft project priority list provided to NHDOT.

January 2021

- Modify TYP priority project list to remove projects which have been selected for TAP funding (if TAP round is conducted in 2020).

January-March 2021

- NHDOT review of project costs, meeting to discuss costs and scheduling.

March 2021

- Approval of project priority list by TTAC and MPO Policy Committee.

April 30, 2021

- Transmittal of final NRPC 2023-2032 TYP project priorities to NHDOT.

POTENTIAL METROPOLITAN TRANSPORTATION PLAN PROJECTS FOR TEN YEAR PLAN SUBMISSION

Municipality	Facility	Description	Estimated Project Cost
Amherst	Rail Trail	Phase 3 multi-modal trail, Thornton Ferry Rd to Mulberry Lane	\$683,000
Amherst	Rail Trail	Phase 4 multi-modal trail, Mulberry Lane to Merrimack Rd.	\$853,000
Amherst	Rail Trail	Phase 5 multi-modal trail, Merrimack Rd to River Rd.	\$651,000
Amherst	Rail Trail	Phase 6 multi-modal trail, River Rd. to Amherst Middle School	\$503,000
Hudson	NH 102	Phase 2 pedestrian/bike lane from Towhee Dr to Megan Dr	\$855,000
Hudson	NH 102	Phase 3 pedestrian/bike lane from Phillips Dr to the Hudson Mall	\$396,000
Hudson	NH 3A	Continue sidewalk on NH 3A from Birch St. to Pelham Rd.	\$306,000
Hudson	NH 3A	Continue sidewalk on NH 3A from Nottingham Sq to Executive Dr.	\$430,000
Milford	North River Rd.	Bridge replacement over Hartshorn Brook	\$944,000
Milford	Purgatory Rd.	Bridge replacement over Purgatory Brook	\$930,000
Milford	Various	Ped bridge over Souhegan River & 3000 ft trail connecting to Keyes Mem Park and MCAA fields.	\$1,004,000
Nashua	NH 130	Reconstruct from Coburn Ave to Coliseum Ave including Dublin Ave to include shoulders and safety improvements.	\$9,206,000
Nashua	Main St.	Reconstruction from Hollis St. to Orchard Ave.	\$3,640,000
Nashua	Main St.	Reconstruct Main St. railroad crossing	\$462,000
Nashua	Bridge & Canal Sts.	Complete streets project including curb adjustments, bike lanes, sidewalks & handicapped ramps	\$1,700,000
Nashua	FEE Turnpike	Construct southbound off-ramp to Dozer Rd.	\$1,650,000

NASHUA TMA FEDERAL CERTIFICATION REVIEW

CORRECTIVE ACTIONS

- **PBP&P** – Develop written provisions for on-road mobile source emissions and adopt 4-year CO targets by 12/31/20. Phase into TIP (2021) and MTP (2022).
- **Environmental Mitigation** – For next MTP update (2022) have NHDOT Natural Resource Agency & Cultural Resource Agency Coordination Meetings review & comment on proposed mitigation strategies.
- **Financial Planning** – For MTP update (2022), include breakdown of FHWA & FTA program funding by program category. Include table developed jointly by NRPC & NTS depicting the public transportation O&M needs.
- **Nashua UZA MOU** – Agreement to be completed by 12/31/20 will include MPOs: NRPC, SNHPC, NMCOG, MVRPC; Transit operators: NTS, MTA, LRTA, MVRTA; State DOTs: NHDOT, MassDOT

RECOMMENDATIONS

MPO Structure

- Update agreements to address the Public Transit Agency Safety Plan.
- Ensure membership policies are documented in the MPO Prospectus.

UPWP

- Include discussion of use of toll credits in funding.
- Break out grant funds between FHWA and FTA.
- Develop UPWP guidance document.

MTP

- Revisit MTP goals to emphasize system preservation.
- Work toward more detail in identifying operations & maintenance needs and balance with capacity and other system improvements.
- Encourage participation of intercity transit providers in the planning process.

Financial Planning

- Document role of toll credits in financing transportation projects
- Allocations for each FTA funding program in the TIP.
- Update obsolete funding program needs (NHDOT implement in STIP)
- Address whether an under-programming of projects relative to funding exists in outer years.

Public Participation

- Ensure that translations services are available.
- Social media policy that clarifies how comments are received as official & considers disadvantaged groups.
- Alternatives to discontinued newspaper legal notices for public meetings, including participation at community events.

Civil Rights/Title VI

- Complete the update of the Title VI complaint process in coordination with NHDOT's Ofc of Feder Compliance.
- Separate Title VI documents from Environmental Justice.
- Implement LEP Four Factor Analysis

Freight Planning

- Continue development of freight related MTP goals.
- Develop freight modeling capabilities.
- Continue efforts to designate Critical Freight Corridors through further study.

Travel Model

- Develop regional model documentation.
- Conduct regional household survey in conjunction with other NH MPOs and NHDOT.

Congestion Management Process

- Clarify cycles for CMP reporting & biennial performance reports in the 2020 CMP update.
- Revisit strategies in the CMP Toolbox for applicability in the region.
- Integrate safety data, performance measures & targets into CMP reports.

ITS Regional Architecture

- Update ITS plan every two years.
- Implementation of ITS on the highway network using ITS checklist in project development process.

Performance Based Planning & Programming

- Clarify that the performance management section of MTP is the required System Performance Report.
- Include narrative in TIP that describes project impacts in achieving performance targets.

Emerging Technologies

- Include Transportation Network Companies and Autonomous Vehicles in the planning process

State of New Hampshire

Recording fee: \$25.00
Use black print or type.

Form NP-1
RSA 292:2

ARTICLES OF AGREEMENT OF A NEW HAMPSHIRE NONPROFIT CORPORATION

THE UNDERSIGNED, being persons of lawful age, associate under the provisions of the New Hampshire Revised Statutes Annotated, Chapter 292 by the following articles:

FIRST: The name of the corporation shall be _____
_____.

SECOND: The object/purpose for which this corporation is established is:

THIRD: The provisions for establishing membership and participation in the corporation are:

FOURTH: The provisions for disposition of the corporate assets in the event of dissolution of the corporation including the prioritization of rights of shareholders and members to corporate assets are:

FIFTH: The New Hampshire principal address at which the business of this corporation is to be carried on is

(no. & street) (city/town) (state) (zip code)

Principal Mailing Address (if different): _____
(no. & street) (city/town) (state) (zip code)

Business Email: _____

____ Please check if you would prefer to receive the courtesy Nonprofit Report Reminder by email.

**BYLAWS
OF
NASHUA REGIONAL PLANNING COMMISSION FOUNDATION**

ARTICLE I – NAME AND REGISTERED OFFICE

SECTION 1

The name of this corporation shall be NASHUA REGIONAL PLANNING COMMISSION FOUNDATION (hereinafter the “Corporation”). It shall be a non-profit corporation organized pursuant to NH RSA Chapter 292.

SECTION 2

The Nashua Regional Planning Commission Foundation is a nonprofit corporation formed on _____. The Foundation was established under the provision of the New Hampshire Revised Statutes Annotated, Chapter 292 and filed with the New Hampshire Department of State, Corporation Division, 107 North Main Street, Concord, NH 03201-4989.

SECTION 3

The Federal Identification Number for the Nashua Regional Planning Commission Foundation is _____.

ARTICLE II – PURPOSE

SECTION 1

The purpose of this organization shall be to encourage sound growth through effective community and regional planning and development. This will be accomplished by providing financial resources to support land use planning, transportation, economic development, information technology, public health, protection of natural resources, arts and culture and community education for the benefit of the Nashua Regional Planning Commission service area.

SECTION 2

While the purpose of this organization shall be to help, support and enhance efforts of the Nashua Regional Planning Commission (the “NRPC”) and its member municipalities as outlined above, the Nashua Regional Planning Commission Foundation is a separate entity from the Nashua Regional Planning Commission and is structured to operate independently of the NRPC.

ARTICLE III – BOARD OF DIRECTORS

SECTION 1

The Nashua Regional Planning Commission Foundation will have no members and shall be managed by a five-member Board of Directors, including specifically the then current Chair, Vice-Chair, and Treasurer, of the NRPC, and two other members who shall be elected by the NRPC Executive Committee and confirmed by the full commission. The term of the members of the Board who are the then current Chair, Vice-Chair and Treasurer of the NRPC shall be coterminous with their terms as such officers. The term of the other members shall be three years.

SECTION 2

The election shall be on an annual basis at the same time the NRPC conducts the annual election of officers.

SECTION 3

The terms of the members of the Board of Directors, not including the Chair, Vice-Chair, or Treasurer of the NRCP, shall be appointed initially by the Board of Directors of the Nashua Regional Planning Commission Foundation for differing staggered three-year terms in order to establish the staggered terms of office.

Alternative members may be designated by the President to temporarily fill in for regular members unable to attend a meeting of the organization.

SECTION 4

The Board shall have the exclusive control and power to manage the activities, property and affairs of the Nashua Regional Planning Commission Foundation and shall determine the manner in which the funds of the Foundation, both principal and income, shall be applied within the limitations of the Corporation's Articles of Agreement, these Bylaws, the Code and Chapter 292 of the New Hampshire Revised Statutes Annotated.

SECTION 5

The annual meeting of the Board shall be held at such place and time as determined by the Board to coincide with the annual meeting with the NRPC. Regular and special meetings of the Board, or any committee thereof, shall be called by the President at the request by two-thirds (2/3) of the membership of the Board and shall be held at such time and place as may be set forth in the notice thereof, provided that at least five (5) days' advance notice (in writing or otherwise) of every meeting shall be given to each Director or member of a committee. Such notices shall be sent to the addresses shown on the records of the Corporation. Any Directors may waive notice of a meeting by an instrument in writing filed with the records of the meeting or attendance at the meeting without protest.

At all meetings of the Board, a majority of the Directors shall constitute a quorum for the transaction of business, and act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise expressly required by the Corporation's Articles of Agreement, these Bylaws or Chapter 292 of the New Hampshire Revised Statutes Annotated. If a quorum is not present at any meeting of the Board, the Directors present may adjourn the meeting from time to time, without notice other than announcement, until a quorum shall be present or available.

SECTION 6

The Board may designate one (1) or more standing committees, by a resolution(s) passed by a majority of the Board. Such committee(s) shall consist of two (2) or more Directors and shall have such powers and duties as the Board deems desirable.

SECTION 7

Any Director may be removed with or without cause at a meeting of the Board duly called for such purpose by a two-thirds (2/3) majority vote of the disinterested members of the Board.

SECTION 8

Any Director may resign at any time by giving written notice to the President or the Secretary. Any such notice shall take effect as of the date of the receipt of such notice or at any later time specified therein.

SECTION 9

If the office of any Director shall become vacant by reason of death, resignation, disability, retirement, disqualification, removal from office, or for other cause, the remaining members of the Board, even if less than a quorum, shall elect a successor(s) for the unexpired term of such Director.

ARTICLE IV – OFFICERS

SECTION 1

The Nashua Regional Planning Commission Foundation shall have as executive officers a President, a Secretary and a Treasurer, each of whom shall be elected by the Board at its annual meeting.

SECTION 2

The President shall be elected by the Board. The President shall preside over meetings of the Board of Directors and shall be responsible for the agenda and general conduct of such meetings.

He/She will represent the Nashua Regional Planning Commission Foundation at local, civic, and community activities which require the Foundation's attendance.

SECTION 3

The Secretary of the Nashua Regional Planning Commission Foundation shall be elected by the Board and shall keep the minutes and records of the Foundation in appropriate books, see that all notices are given in accordance with these Bylaws or as provided by law, keep the seal of the Corporation and affix same to corporate documents, and in general, perform all duties incidental to the office of Secretary and such other duties as may be assigned by the President of the Board.

SECTION 4

The Treasurer shall be elected by the Board and shall keep correct and complete records of account accurately showing at all time the financial condition of the Nashua Regional Planning Commission Foundation. Subject to the direction of the Board, the Treasurer shall be the legal custodian of all funds of the Foundation, shall keep a detailed account of its income and expenditures, and shall be responsible for payment of all expenditures of the Foundation.

SECTION 5

Any officer may be removed without cause, from such office by two-thirds (2/3) vote of the majority of the disinterested members of the Board at a meeting of the Board called for such purpose.

SECTION 6

Any officer may resign at any time by giving written notice to the Board or to the President or the Secretary of the Nashua Regional Planning Commission Foundation. Any such notice shall take effect as of the date of the receipt of such notice or at any later time specified herein. The acceptance of such resignation shall not be condition precedent necessary to its effectiveness.

SECTION 7

In the event of resignation, retirement, disqualification, death, disability or removal from office, for any reason whatsoever, of any officer of the Nashua Regional Planning Commission Foundation, the vacancy so created shall be filled by the Board.

ARTICLE V – OPERATING PROCEDURES

SECTION 1

The Board of Directors shall be responsible for developing and adopting the policies and procedures that are applicable to the operation of the Nashua Regional Planning Commission Foundation and its members. These policies and procedures shall serve the membership by providing criteria, guidelines, and procedures necessary to carry out the Foundation's programs

and operation. These policies and procedures should be a dynamic document that should reflect continued changes and improvements in the organization.

SECTION 2

The Board of Directors may appoint an Executive Director who shall serve as staff to the Board and any other employees, consultants, contractors or agents necessary to carry out the Foundation's programs and operation.

ARTICLE VI – GENERAL PROVISIONS

SECTION 1

The Board of Directors may authorize a corporate seal which shall have inscribed thereon the name of the corporation and the state and year of incorporation.

SECTION 2

The fiscal year of the Foundation shall end on the last day of June in each year unless otherwise determined by the Board.

SECTION 3

The Foundation shall indemnify each of its Trustees and officers, or former Trustees and former officers, or any person who may have served at the request of the Corporation as a Trustee or officer of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

ARTICLE VII – AMENDMENTS

The Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of the Directors present at the annual meeting. However, in no event may any amendments be made which would affect the Foundation's qualification as a tax-exempt organizational pursuant to Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE VIII – NON-DISCRIMINATION

The Foundation shall not discriminate against any person in any manner on the basis of sex, race, age, religion, handicap, sexual orientation, or ethnic origin

ARTICLE IX – LIMITATION OF LIABILITY

Unless otherwise expressly authorized by the Board, the directors and officers shall serve without compensation and, pursuant to Section 506:16 of NH RSA, shall not be liable for bodily injury, personal injury and property damage if the claim for such damages arises from an act

committed in good faith and without willful or wanton negligence in the course of an activity carried on to accomplish the purposes of the Foundation.

The Directors and officers of the Foundation shall not be liable to the Foundation or to its shareholders for monetary damages for breach of their fiduciary duties to the full extent permitted by NH RSA 292.

ARTICLE X – INDEMNIFICATION

The Foundation shall indemnify and hold its directors and officers harmless from and against all suits, claims, injuries, or damages asserted against them, so long as the director or officer to be indemnified has not acted in bad faith or engaged in intentional misconduct, knowing violation of the law, or derived and improper personal benefit.

ARTICLE XI – CONFLICTS OF INTEREST

Any possible conflict of interest on the part of any member of the Board, officer or employee of the Foundation, shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board. Where the transaction involving a board member, trustee or officer exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a two-thirds (2/3) vote of the disinterested directors is required. Where the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, then a two-thirds (2/3) vote of the disinterested directors and publication in the required newspaper is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and actual vote itself.

Every new member of the Board will be advised of this policy upon entering the duties of his or her office, and shall sign a statement acknowledging, understanding of and agreement to this policy. The Board will comply with all requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into and made a part of this policy statement.



NASHUA REGIONAL PLANNING COMMISSION

BYLAWS

Amended and Approved June 15~~7~~, 20~~11~~20

ARTICLE I. NAME

The name of this public agency shall be the Nashua Regional Planning Commission, hereinafter referred to as the Commission.

ARTICLE II. PURPOSE

The Commission shall have the purposes, rights, powers, and duties as are conferred or imposed upon it by the regional planning provisions of Revised Statutes Annotated (36:45-53) and any amendments thereto; and as set forth in Section 9 of the Federal-Aid Highway Act of 1962, as amended, and Section 134, Chapter I, Title 23, U.S.C.

ARTICLE III. MEMBERSHIP

Commission membership shall be of those municipalities which have chosen to join the Commission in accordance with provisions of the Revised Statutes Annotated. Commissioners and Alternates to the Commission shall be elected or appointed according to provisions of the Revised Statutes Annotated by municipalities in the region; said appointment or reappointment to the Commission shall be certified by the member municipality.

To fulfill the purpose and intent of the Commission's designation as the Metropolitan Planning Organization (MPO) for transportation planning in the region, the Commission shall establish an MPO Policy Committee whose membership shall include all Commissioners and one representative each from the New Hampshire Department of Transportation, The New Hampshire Department of Environmental Services, the Nashua Transit System and the Souhegan Valley Transportation Collaborative (SVTC) and one non-voting representative each from the Federal Highway Administration and the Federal Transit Administration. NTS and SVTC representatives may also serve as municipal representatives. In the event a Commissioner or Alternate resigns, a copy of the resignation shall be filed with the Chair~~men~~ of the Commission.

ARTICLE IV. OFFICERS

- A. General:** The Commission officers shall include a Chair~~men~~, a Vice-Chair~~men~~ and a Treasurer who shall be elected at the Annual Meeting of the Commission and shall take office July 1 and serve until June 30 of the following year or until successors have been elected. No officer shall be eligible to serve more than two consecutive terms in the same office but may hold other offices at the will of the Commission. No individual shall hold more than one office at the same time.
- B. Election:** A Nominating Committee shall be appointed by the Chair~~men~~. Officers shall be

nominated by the Nominating Committee and elected by a majority vote of the Commissioners present at the Annual Meeting. The Nominating Committee shall also nominate at-large members to the Executive Committee. A Nominating Committee shall remain in effect until its successor has been appointed.

- C. Vacancies:** In the event a vacancy occurs in any office during the term of office, the Nominating Committee in effect shall nominate a replacement to be voted on at the next meeting of the Commission to fill the unexpired term of office.
- D. Removal:** An officer may be removed for cause from office by a two-thirds vote of the Commissioners present at a meeting after a petition by five (5) members representing three (3) member municipalities has been filed with the Chair~~men~~ and the officer concerned ten (10) days prior to the meeting.
- E. Chairman:** The Chair~~men~~ shall preside at all Commission meetings. The Chair~~men~~ shall call special meetings and shall have the right to vote on all matters which may come before the Commission. The Chair~~men~~ shall be a member ex-officio of all committees except the Nominating Committee.
- F. Vice-Chairman:** The Vice-Chair~~men~~ shall perform the duties of the Chair~~men~~ in the event of the absence or incapacitation of the Chair~~men~~. If both the Chair~~men~~ and the Vice-Chair~~men~~ are not present at a meeting, a quorum of the Commissioners shall select a Chair~~men~~ pro-tem from the members of the Executive Committee present.
- G. Treasurer:** The Treasurer, working with the Executive Director, shall oversee all financial matters of the Commission. The Treasurer shall provide, through the Executive Director, biannual reports to the Commission on the financial status of the Commission.
- H. Official Records:** The Executive Director shall be the Secretary and official keeper of the Commission records and shall not have a voting privilege.

ARTICLE V. MEETINGS

- A. Schedule:** Unless otherwise specified by the Chair~~men~~ of the Commission, meetings shall be held quarterly. The Chair~~men~~ shall have the authority to call a special meeting. Special meetings shall also be held by petitions to the Chair~~men~~ by five (5) Commissioners, on 48 hours notice. The purpose of the special meeting will be the only subject on the agenda. The Annual Meeting shall be held in June for the purpose of electing officers, adopting the annual operating budget and any other business that may come before the Commission. A Commission or MPO Policy Committee quorum shall consist of eleven representatives or duly appointed alternates.
- B. Order of Business:**
 - I. Call to Order.
 - II. Privilege of the Floor.

III. Approval of Minutes.

____ IV. Chairman's Report.

V. MPO Policy Committee
Business

V. Regular Business.

VI. Other Business.

VII. Items of Information.

VIII. Commissioners' Roundtable.

IX. Adjournment.

All items on the agenda shall be given a separate number.

- C. Roll Call Vote:** A roll call vote shall be taken when called for by any Commissioner.
- D. Submittal of Additional Items:** All resolutions introducing new business and calling for action by the Commission shall be in writing and filed with the Executive Director no later than the 8th day preceding the date of the next Commission meeting. A Commissioner may also introduce new business at a meeting on which no action is called for at that meeting.
- E. Agenda:** The Chairmen, after consultation with the Executive Director, shall decide what matters shall be placed on the agenda of the next meeting.
- F. Notice of Agenda:** The Executive Director shall send a copy of such agenda to all Commissioners along with accompanying materials and shall make copies of the agenda available to the press and to interested citizens who request them.
- G. Executive Director:** The Executive Director shall have the privilege of the floor at any time for the purposes of giving information to the Commission.
- H. Change in Order of Agenda:** The Chairmen shall have the discretion to change the order of agenda items at any meeting.

ARTICLE VI. COMMITTEES

- A. General:** By a majority vote of the Commissioners present at a meeting, the Commission shall establish committees or subcommittees for such purpose and with such procedures as it deems necessary or desirable. A quorum for committee action shall be a majority of its members. Committees shall take action by vote of a simple majority of Commissioners

present and constituting a quorum. Committees, other than the MPO Policy Committee, shall be advisory to the Commission. The MPO Policy Committee shall be the decision-making body for all MPO Policy decisions.

B. Executive Committee: There shall be an Executive Committee which shall consist of the officers and six Commissioners at-large. Members shall be nominated for a ~~three-three~~-year term by the Nominating Committee and ratified by a majority vote of the voting members present at the Annual Meeting. Duly elected members of the Executive Committee shall serve for their ~~three-three~~-year term, or until they resign, and may be re-elected for an infinite number of terms. The Executive Committee shall conduct the affairs of the Commission at times when the Commission is not in session and shall report on its actions to the Commission at the next Commission meeting. The Executive Committee shall meet at least eight (8) times per year. ~~Beginning with the annual meeting in 2011, Election to the Executive Board shall be for a three-three-year term. Those members of the Executive Board currently serving and elected prior to 2011 shall have their positions converted to a three-year term. Those elected between 2003 and 2005 shall have their term expire in 2012. Those elected between 2005 and 2009 shall have their term expire in 2013. Those elected in 2009 shall have their term expire in 2012 and those elected in 2010 shall have their term expire in 2013.~~ In the event that a vacancy occurs in one of the positions and that vacancy occurs between Annual meetings, the executive board shall fill the position. Those appointed by the executive board shall serve until the next annual meeting of the commission at which time the nominating committee shall nominate someone for the Commission to elect for the balance of the term. The duties of the Executive Committee shall include the following:

1. In accordance with Article VIII D the Executive Committee shall employ auditors to conduct the annual audit of the books of the Commission and shall supervise the work of the auditors.
2. Oversee the administration of such personnel policies, administrative regulations, and financial procedures including the establishment of bond amounts for officers and staff, as may be needed within the pertinent General Statutes, federal requirements, the By-Laws, and the program and budget adopted by the Commission.
3. Consider and propose a budget for the work program, as prepared by the Executive Director, for approval to the Commission prior to July 1 of each year. During the course of the fiscal year, the Executive Committee shall review proposals for budget changes, amendments, and transfers of funds between accounts that may be made from time to time and shall have the authority to approve such changes, amendments, or transfers provided such changes, amendments or transfers do not increase the appropriations of the member municipalities of the Commission.

4. Review and approve procedures to be used in the purchase of supplies and equipment as well as the award of contracts and the expenditures of all Commission funds.
5. In accordance with the Personnel Policies of the Commission, have the authority to recruit, select and fix the salary of the Executive Director subject to approval by the Commission.
6. Have the authority to compensate Commissioners for attending to the proper business of the Commission.
7. In accordance with the Personnel Policies of the Commission, assist in maintaining administrative and disciplinary control over staff upon recommendations of the Executive Director.

C. Transportation Technical Advisory Committee: There shall be a Transportation Technical Advisory Committee (TAC) which shall consist of one technical or staff level representative from each of the Commission's member municipalities plus representation from the New Hampshire Department of Transportation, the New Hampshire Department of Environmental Services, the Federal Highway Administration, the Federal Transit Administration, [the Souhegan Valley Transportation Collaborative](#), and the Nashua Transit System. The Transportation TAC shall meet at least six (6) times per year to ensure that transportation related decisions of the [Commission MPO Policy Committee](#) are based on technically sound principles as well as community goals and objectives. The Transportation TAC shall make regular reports to the [MPO Policy Committee Commission](#). The duties of the Transportation Technical Advisory Committee shall include the following:

1. Render technical advice to the [Commission MPO Policy Committee](#) regarding contemplated or ongoing projects in the form of written memoranda and presentations at [MPO Policy Committee Commission](#) meetings.
2. Assist staff in identifying transportation issues in the region.
3. Provide recommendations to the [Commission MPO Policy Committee](#) and the New Hampshire Department of Transportation on project funding priorities.
4. Make recommendations to the [Commission MPO Policy Committee](#) regarding the utilization of the media to provide information which will keep the citizens of the region well informed of transportation plans and the planning process.
5. Organize workshops and public information sessions to provide opportunities for public input into the transportation planning process.

ARTICLE VII. VOTING

- A. **General:** A majority vote of the Commissioners present, when a quorum has been established, is required to approve all formal Commission and MPO Policy Committee actions.
- B. **Roll Call:** Any Commissioner may request a roll call vote on any matter.
- C. **Comprehensive Master Plan:** The Comprehensive Master Plan, or any part thereof as required by RSA 36:47, shall be adopted by no less than eleven votes in the affirmative.
- D. **Alternates:** An alternate shall have voting privileges in the absence of one or more of the Commissioners of the respective member.

ARTICLE VIII. FINANCES

- A. **General:** Gifts, bequests or contribution, may be accepted at a meeting of the Commission, provided such gifts or contributions are to be utilized at the discretion of the Commission. Requests for grants-in-aid from the State or Federal government shall be approved by the Commission; approval of such requests shall include the authorization of the Executive Director to sign such agreements or contracts within the scope of the requests of the Commission. All expenditures in excess of \$1,000 (One Thousand Dollars) shall be authorized by the Chair~~men~~, Vice-Chair~~men~~, or Treasurer and the Executive Director; expenditures of \$1,000 (One Thousand Dollars) or less may be authorized by the Executive Director, or in his absence, the Chair~~men~~, Vice-Chair~~men~~, or Treasurer and shall be within the terms of the Commission's budget. The Commission's fiscal year shall be from July 1 through June 30.
- B. **Fixed Assets:** The Commission shall maintain an inventory of fixed assets. From time to time as necessary the Executive Committee shall designate the minimum value of items which shall be identified as fixed assets based on recommendations from the agency auditor. Purchases of durable goods over that minimum value shall be considered as fixed assets by the Commission and maintained in a fixed asset inventory by the Executive Director. They shall be depreciated on a straight-straight-line basis at a rate determined annually by the Commission's auditor.
- C. **"In-Kind" Contributions:** The Commission may accept donations of time from individuals or property which may be considered for their cash value at the discretion of the donor and the Commission according to guidelines established by the Commission and consistent with appropriate state and federal rules governing such contributions.
- D. **Annual Audits:** The Commission shall retain the services of a certified public accounting firm approved by the State of New Hampshire to conduct an annual audit of the Commission's financial records.

ARTICLE IX. EXECUTIVE DIRECTOR

- A. Appointment and Duties:** The Commission shall appoint an Executive Director to serve at its pleasure. The Executive Director shall:
1. have charge of and manage the active business operations of the Commission and shall be the Chief Fiscal Officer;
 2. prepare the annual budget;
 3. be responsible for keeping expenditures and commitments within authorized appropriations and allocations;
 4. hire and supervise the Commission's staff, and shall evaluate, promote, demote and terminate personnel subject to the policies of the Commission;
 5. keep active accounts of all the property of the Commission;
 6. perform other duties incident to his office and such other duties as may from time to time be assigned to or requested of him by the Commission.
- B. Removal:** The Commission may remove the Executive Director by a majority vote of all Commissioners of the Commission.

ARTICLE X. PROFESSIONAL AND TECHNICAL ASSISTANCE

Within the budget approved by the Commission, and in a manner prescribed by the Commission, other technical and clerical assistance may be employed to carry out the work of the Commission.

ARTICLE XI. AGREEMENT FOR COMMUNITY PLANNING SERVICES

The Executive Director shall be authorized to undertake for the Commission special projects for member municipalities, the cost of which is to be paid by the municipality in accordance with agreements executed by the Executive Director.

ARTICLE XII. AMENDMENTS

These By-Laws may be amended at any time by two-thirds (2/3) majority of the Commissioners present at a meeting at which a quorum has been established, providing that all Commissioners have been given at least seven (7) days written notice of the proposed amendment(s).

ARTICLE XIII. RULES AND PROCEDURES

The rules contained in Robert's Rules of Order shall govern the Commission in all cases to which

they are applicable.

#201P-232

SB 655-FN-LOCAL - AS INTRODUCED

2020 SESSION

20-3041

06/05

SENATE BILL

655-FN-LOCAL

AN ACT

relative to removal of exit ramp tolls on the Everett turnpike in Merrimack.

SPONSORS:

Sen. Chandley, Dist 11; Sen. Levesque, Dist 12; Rep. Rung, Hills. 21; Rep. W. Thomas, Hills. 21; Rep. Murphy, Hills. 21

COMMITTEE:

Transportation

ANALYSIS

This bill eliminates certain tolls on the F.E. Everett Turnpike in Merrimack.

Explanation:

Matter added to current law appears in ***bold italics***.

Matter removed from current law appears [~~in brackets and struck through.~~]

Matter which is either (a) all new or (b) repealed and reenacted appears in regular type.

STATE OF NEW HAMPSHIRE

In the Year of Our Lord Two Thousand Twenty

AN ACT relative to removal of exit ramp tolls on the Everett turnpike in Merrimack.

Be it Enacted by the Senate and House of Representatives in General Court convened:

- 1 1 Department of Transportation; Merrimack Tolls Eliminated. Notwithstanding any law to the
- 2 contrary, the commissioner of the department of transportation shall eliminate the northbound and
- 3 southbound ramp tolls for exits 10 and 11 on the F. E. Everett turnpike in the town of Merrimack.
- 4 2 Effective Date. This act shall take effect 60 days after its passage.

**SB 655-FN-LOCAL- FISCAL NOTE
AS INTRODUCED**

AN ACT relative to removal of exit ramp tolls on the Everett turnpike in Merrimack.

FISCAL IMPACT: State County Local None

STATE:	Estimated Increase / (Decrease)			
	FY 2020	FY 2021	FY 2022	FY 2023
Appropriation	\$0	\$0	\$0	\$0
Revenue	\$0	\$1,286,353	\$1,297,158	\$1,308,703
Expenditures	\$0	Indeterminable	Indeterminable Decrease	Indeterminable Decrease
Funding Source:	<input type="checkbox"/> General Fund	<input type="checkbox"/> Education	<input type="checkbox"/> Highway	<input checked="" type="checkbox"/> Other - Turnpike

METHODOLOGY:

This bill eliminates the northbound and southbound ramp tolls for exits 10 and 11 on the F. E. Everett Turnpike in Merrimack. On November 25, 2019, Governor and Council authorized the Department of Transportation to decrease the rate of the tolls at exit 11 to \$0.00 for all vehicles, eliminating revenue and operation/maintenance costs associated with the ramp plaza, and therefore this fiscal note illustrates the estimated costs of the removal of the exit 10 tolls only, with an assumed effective date of July 1, 2020 (FY 2021).

The Department of Transportation has provided the following information relative to annual transactions, gross toll revenue, and toll operations/maintenance costs for the Merrimack exit 10 plaza:

	Actual	Projected			
	FY 2019	FY 2020	FY 2021	FY 2022	FY 2023
Transactions¹	2,675,582	2,681,201	2,702,918	2,727,515	2,752,608
Gross Toll Revenue¹	\$1,278,817	\$1,277,411	\$1,286,353	\$1,297,158	\$1,308,703
Toll Operations/Maintenance Costs²	(\$545,286)	(\$556,191)	(\$567,315)	(\$578,661)	(\$590,235)

¹ Traffic and revenue is assumed to grow at an average of less than 1% per year based upon the Stantec Traffic and Revenue study (October 23, 2019).

² Includes personnel costs, utility costs, and other facility operating/maintenance costs, with a 2% annual inflation adjustment.

The above table does not include debt service on the outstanding bonds related to the construction costs of exit 10 improvements, toll collection system maintenance, or E-ZPass back office system expenditures. Also not factored in are toll plaza removal costs, if it is determined

they should be eliminated, which is estimated at \$500,000, or potential costs related to staff layoffs should any of the nine (9) full-time or five (5) part-time employees working at exit 10 cannot be relocated. While costs associated with toll plaza removal or layoffs are assumed would be incurred in FY 2021, the total net impact on expenditures of this bill is indeterminable at this time.

AGENCIES CONTACTED:

Department of Transportation

SB 707-FN - AS INTRODUCED

2020 SESSION

20-3042

06/08

SENATE BILL **707-FN**

AN ACT relative to including projects in the ten year transportation improvement plan.

SPONSORS: Sen. Chandley, Dist 11; Sen. Levesque, Dist 12; Sen. Rosenwald, Dist 13; Rep. McGhee, Hills. 40; Rep. M. Murray, Hills. 22; Rep. St. John, Hills. 27

COMMITTEE: Transportation

ANALYSIS

This bill requires the department of transportation to install a multimodal sidepath along a portion of New Hampshire route 122.

Explanation: Matter added to current law appears in ***bold italics***.
Matter removed from current law appears ~~[in brackets and struckthrough.]~~
Matter which is either (a) all new or (b) repealed and reenacted appears in regular type.

STATE OF NEW HAMPSHIRE

In the Year of Our Lord Two Thousand Twenty

AN ACT relative to including projects in the ten year transportation improvement plan.

Be it Enacted by the Senate and House of Representatives in General Court convened:

1 1 Installation of a Multimodal Sidepath Along a Portion of New Hampshire Route 122. The
2 department of transportation shall:

3 I. Install 10.4 miles of a multimodal side path along the eastern side of New Hampshire
4 route 122, from New Hampshire route 101 to the Hollis-Brookline high school, with a top 1.5 inch
5 layer of Federal Highway Administration (FHWA) terra cotta colored asphalt.

6 II. Modify 8 intersections along the route described in paragraph I to incorporate systematic
7 safety principles, allowing for the safe passage of multimodal users.

8 III. Utilize gateway treatments, physical traffic calming, and psychological traffic calming to
9 clearly define 4 public spaces from the open roadway that connects them.

10 2 Effective Date. This act shall take effect 60 days after its passage.

**SB 707-FN- FISCAL NOTE
AS INTRODUCED**

AN ACT relative to including projects in the ten year transportation improvement plan.

FISCAL IMPACT: State County Local None

STATE:	Estimated Increase / (Decrease)			
	FY 2020	FY 2021	FY 2022	FY 2023
Appropriation	\$0	\$0	\$0	\$0
Revenue	\$0	\$0	\$0	\$0
Expenditures	\$0	Indeterminable Increase	Indeterminable Increase	Indeterminable Increase
Funding Source:	<input type="checkbox"/> General Funds	<input type="checkbox"/> Education	<input checked="" type="checkbox"/> Highway	<input checked="" type="checkbox"/> Other - Federal

METHODOLOGY:

This bill requires the Department of Transportation install a multimodal sidepath along a portion of NH Route 122. The Department estimates this project would incur engineering and permitting costs of \$648,000, which would be expended between FY 2021 and FY 2023, as well as construction costs exceeding \$5,600,000, but not until FY 2025 (anticipated year of construction). Potential right-of-way costs cannot be estimated at this time. The Department’s estimates assume the following assumptions:

- Costs adapted from Amherst "Village-to-Oval Multimodal Sidepath Project" (2019) and adjusted to account for water quality treatment requirements and limited reuse soil handling.
- Sidepath is assumed to be 10’ wide and provide a minimum 5’ offset from the edge of NH 122.
- Improvements to major intersections are assumed to include such measures as rectangular rapid flashing beacons with appropriate signs, crosswalk markings, detectable warning devices, and lighting.
- Improvements to minor intersections are assumed to include such measures as crosswalk markings, signs, detectable warning devices, and possibly speed tables.
- Traffic calming is assumed to include such measures as roadside landscaping, distinctive signing, pavement marking, and strategically located median islands.
- Engineering cost will include topographic survey, design, environmental review and permitting.
- Project will have substantial impacts upon right of way.

- Current year construction total cost adjusted to year of construction (2025) by including 10% indirect costs and annual inflation of 2.3%.

AGENCIES CONTACTED:

Department of Transportation