

GOLDEN GATE BRIDGE, HIGHWAY AND TRANSPORTATION DISTRICT

RULES OF THE BOARD

Adopted February 27, 2009, by Resolution No. 2009-017

BOARD OF DIRECTORS

GOLDEN GATE BRIDGE, HIGHWAY AND TRANSPORTATION DISTRICT

RULES OF THE BOARD

<u>RULES</u>	<u>PAGE</u>
RULE I. MISSION STATEMENT	1
RULE II. THE RULES OF ORDER	1
A. Meetings.....	1
B. Agenda	1
C. Order of Business.....	2
D. Parliamentary Procedure.....	2
RULE III. COMMITTEES.....	3
A. Procedures Generally	3
B. Standing Committees	4
C. Executive Committee.....	6
D. Committee Reports and Agenda.....	6
E. Advisory Committees	7
RULE IV. DUTIES OF THE PRESIDENT.....	8
A. Duties Generally	8
B. Duties Relative to Appointments	8
RULE V. DUTIES OF THE GENERAL MANAGER.....	8
RULE VI. DUTIES OF THE SECRETARY	10
RULE VII. DUTIES OF THE AUDITOR-CONTROLLER.....	10
RULE VIII. DUTIES OF THE ATTORNEY.....	11
RULE IX. DUTIES OF THE ENGINEER	11
RULE X. BUDGET POLICIES.....	12
A. Transit Fares.....	12
B. District Reserves	12
C. Policy on Capital and Operating Budget Transfers	12
D. Use of Unbudgeted Funds.....	13
RULE XI. INVESTMENT POLICY.....	13
A. Introduction.....	13
B. Scope.....	13
C. Prudence.....	13
D. Objectives	14
E. Delegation of Authority	14
F. Ethics and Conflict of Interest	14
G. Internal Controls	14
H. Selection of Financial Institutions and Broker/Dealers	14
I. Permitted Investment Instruments	15
J. Diversification.....	17
K. Maximum Maturity.....	18
L. Ineligible Investments.....	18

M.	Sales Prior to Maturity	18
N.	Reporting Requirements	18
O.	Safekeeping and Custody.....	19
P.	Investment Sub-Committee	19
RULE XII.	DISTRICT BANK ACCOUNTS AND SIGNATURES	19
A.	Consolidation Account.....	20
B.	Operating Account.....	20
C.	Payroll Account	20
D.	Bus Liability Account.....	20
E.	Workers' Compensation Account	20
F.	Flexible Spending Accounts	21
G.	Local Agency Investment Fund.....	21
H.	Wire Transfer.....	21
RULE XIII.	EMERGENCY PROCEDURES.....	22
RULE XIV.	PROCEDURES FOR LIABILITY CLAIMS AND LAWSUITS	22
A.	Reports	22
B.	Appearance Before Board or Committee.....	22
C.	District's Attorney	23
RULE XV.	PROCEDURES FOR PUBLIC HEARINGS	24
A.	Prior Committee Consideration and Call for Public Hearing	24
B.	Necessity of a Public Hearing.....	24
C.	Notice.....	24
D.	Staff Report.....	25
E.	Conduct of the Public Hearing.....	25
F.	Committee and Board Consideration and Action	25
RULE XVI.	INSPECTION OF PUBLIC RECORDS	25
A.	Requests	25
B.	Time for Inspection of Public Records	25
C.	Fees for Copies of Public Records.....	26
RULE XVII.	PUBLIC INFORMATION GUIDELINES.....	26
RULE XVIII.	EMPLOYER-EMPLOYEE RELATIONS	27
RULE XIX.	EVALUATION AND COMPENSATION OF OFFICERS WHO ARE DISTRICT EMPLOYEES	28
RULE XX.	OFFICE HOURS	28
RULE XXI.	AMENDMENTS	28
APPENDIX A –	Employer-Employee Relations Resolutions.....	29
APPENDIX B –	Documents Further Delineating District Policies	42
APPENDIX C –	Index of Amendment(s) Approved in the Year 2006.....	43
APPENDIX D –	Index of Resolutions Amending the <i>Rules of the Board</i>	44

BOARD OF DIRECTORS

GOLDEN GATE BRIDGE, HIGHWAY AND TRANSPORTATION DISTRICT

RULES OF THE BOARD

Pursuant to Section 27144, Chapter 8, Part 3, Division 16, of the Streets and Highways Code, and this District's Resolution No. 20, April 10, 1929, as amended, the Board of Directors of the Golden Gate Bridge, Highway and Transportation District publishes the following rules to govern its proceedings.

These Rules of the Board are designed solely to facilitate the handling by the Board of Directors of its own affairs. The rules are not intended, and shall not be construed, to create procedural or substantive rights in any person who is not a member of the Board in the event an action is taken by the Board in a manner which may depart from, or be inconsistent with, said rules. (Res. 10,066, 10/27/78.)

The District Secretary shall notify the Board or any committee if its proposed action will contravene any of these Rules of the Board. If the Board or committee desires to proceed with the action, a majority of the Board or committee members must vote to suspend the applicable rule before taking the proposed action.

RULE I. MISSION STATEMENT

The mission of the Golden Gate Bridge, Highway and Transportation District is to provide safe and reliable operation, maintenance and enhancement of the Golden Gate Bridge and to provide transportation services, as resources allow, for customers within the Highway 101 Golden Gate Corridor. (Res. 2003-002, 1/17/03.)

RULE II. THE RULES OF ORDER

A. Meetings

The Board shall convene in regular meeting at 10:00 a.m. on the second and fourth Fridays of each month in the District's San Francisco headquarters. In each calendar year the Board may hold one or more regular meetings in each of the other five counties of the District. (Res. 88-11, 1/29/88.)

B. Agenda

A copy of the agenda, containing a brief general description of each item of business to be transacted or discussed, including matters to be discussed in closed session, shall be posted in a location freely accessible to the public at least 72 hours before each regular meeting of the Board, and at least 24 hours before each special meeting of the Board. No action shall be taken on any item not appearing on the posted agenda unless (1) a majority of the Board determines that an emergency situation exists; (2) two-thirds of the Board, or, if less than two-thirds of the Board members are present, the members present, by unanimous vote, determine that there is a need to take immediate

action and that the need for action came to the attention of the District subsequent to the agenda being posted; or, (3) the item was posted in an agenda for a meeting of the Board held not more than five (5) calendar days earlier, where the item was continued to the meeting where action is being taken. (Res. 86-363, 12/19/86; Res. 94-51, 3/25/94.)

The agenda for regular meetings will provide an opportunity for persons to address the Board concerning items of interest to the public that are within the subject matter jurisdiction of the Board; the agenda for special meetings and public hearings will provide an opportunity for persons to address the Board concerning agenda items. (Res. 94-51, 3/25/94.)

C. Order of Business

The Order of Business, which shall not be changed except by consent of ten members of the Board, shall be as follows:

1. CALL TO ORDER
2. ROLL CALL
3. PLEDGE OF ALLEGIANCE
4. PUBLIC COMMENT (Res. 93-103, 4/23/93.)
5. CONSENT CALENDAR (Res. 80-416, 9/26/80.)
6. READING OF MINUTES
7. REPORTS OF OFFICERS
8. OTHER REPORTS
9. REPORTS OF COMMITTEES
10. ADDRESSES TO BOARD
11. SPECIAL ORDER OF BUSINESS
12. UNFINISHED BUSINESS
13. NEW BUSINESS
14. COMMUNICATIONS
15. ADJOURNMENT

D. Parliamentary Procedure

Robert's Rules of Order shall govern the parliamentary procedure of the Board, except where modified in this document:

1. A motion may be withdrawn by its mover with the consent of the second before it is acted upon.
2. The proceedings of that part of any Board meeting from which the public is excluded (generally referred to as "closed sessions") and in which action is taken that is later adopted by the Board in regular open meeting, shall be recorded, as far as they refer to such adopted action, as a part of the minutes of the regular Board meeting in the course of which such closed session is called.
3. Every member present shall vote for or against the question, unless he or she is excused from voting by motion adopted by a majority of the members present; provided, however, that any member, at his or her request, automatically will be excused from voting on approval of minutes of a meeting at which he or she was not in attendance. If a member has a

conflict of interest, he or she shall so state on the record the nature of the conflict, whereupon he or she will be excused. Any member who has a disqualifying interest or who desires to be excused from voting shall so indicate at the beginning of the topic to be discussed. (Res. 02-016, 1/25/02.)

4. The section pertaining to privilege of the floor (that it not be granted to persons other than officers, unless by unanimous consent of all members present at Board meetings) is hereby modified to provide that every person wishing to address the Board at a regular meeting concerning items of interest to the public that are within the subject matter jurisdiction of the Board, may do so after the Pledge of Allegiance and before the Consent Calendar, on the following basis: a period of thirty (30) minutes shall be allocated for public comments, with each individual to be allotted three (3) minutes to address the Board, unless these time frames are extended upon approval of the Board of Directors. Every member wishing to address the Board at a special meeting or public hearing concerning an agenda item may do so as each such item is discussed. The amount of time allotted for public comment may be subject to reasonable limitations established by the Board. (Res. 93-103, 4/23/93; Res. 94-51, 3/25/94.)

RULE III. COMMITTEES

A. Procedures Generally

Notice of Committee meetings, posting of committee meeting agendas, and the conduct of such meetings shall be in full accordance with the requirements applicable to legislative bodies under the Brown Act (California Government Code Section 54950 et seq.). (Res. 94-51, 3/25/94.)

All matters require committee consideration. Subjects offered for consideration at any Board meeting shall be referred by the President to the appropriate committee.

A Director may notify in writing or orally the President, General Manager, District Secretary or appropriate Committee Chair of any matter the Director desires to bring before the Board or any committee prior to any regular meeting. In the discretion of the President, General Manager or Committee Chair, the matter shall be submitted to the Board or appropriate committee. Explanatory material or arguments may be included in the written request for submission but shall not be discussed at the Board prior to the committee's report.

Notwithstanding the foregoing, following final action by the Board rejecting any substantive proposal presented to it, said matter may not be reintroduced for consideration by the Board or any committee thereof for a period of six months unless (1) consideration of said matter is permissible pursuant to a proper motion under Roberts' Rules of Order, (2) new information not previously presented or considered becomes available, which information in the opinion of the President or Chair of the committee with jurisdiction over the subject matter would have had a material bearing on disposition of the matter when originally considered, or (3) the Board, by unanimous consent at a duly noticed meeting with the subject matter properly agendaed, authorizes reintroduction of the matter. (Res. 94-140, 6/24/94.)

The President shall serve as an ex-officio member of all Committees. Unless otherwise prescribed, a committee shall consist of not less than five (5) members excluding its ex-officio member, and no more than nine (9) members including the ex-officio member. The majority of the entire committee shall constitute a quorum and a vote of majority of those present shall be required for action by any committee, including a Committee of the Whole. (Res. 98-231, 9/25/98.)

If a committee member or the ex-officio member is absent, then the ex-officio member, or if absent, the committee chair, may appoint one or more nonmember directors present to serve as temporary members of the committee. The number of nonmember directors who may be appointed shall not exceed the fully authorized complement of committee membership. Nonmember directors shall serve with full powers for the duration of the meeting only. However, if during the course of any Committee meeting in which nonmember directors are appointed pursuant to this rule, the number of regular committee members present plus the number of nonmember directors appointed would exceed the total number of authorized Committee members, then nonmember directors shall relinquish their Committee membership status so as to assure that the total Committee membership at no time exceeds total authorized committee membership. In such event the order of relinquishment of Committee member status by nonmember directors shall be the reverse order of their appointment. (Res. 10,386, 5/25/79; Res. 98-11, 1/23/98.)

No Board member or members, or committee shall employ or engage the services of any person or authorize or incur any charge, debt or liability against the District unless authorized by resolution or ordinance of the Board.

No staff member may be utilized to do research on or to conduct analysis of actions of any member of the Board for the purpose of reporting same to another Board member. No staff member may be utilized by an individual Director to prepare personal projects and/or studies that would be extensive or burdensome in nature, without prior appropriate Committee approval.

B. Standing Committees

1. Establishment of Standing Committees. The President shall appoint standing and special committees of the Board. A chair and vice-chair shall be named for each committee. The following are the standing committees and their functions:

a. Building and Operating Committee. The functions of the Building and Operating Committee shall include but not be limited to the following:

i. Review and oversee the planning, design and construction programs for bridge and transit facility capital improvement projects and related maintenance, repair and research projects.

ii. Submit recommendations concerning these matters for further consideration by the Board of Directors.

b. Transportation Committee. The functions of the Transportation Committee shall include but not be limited to the following:

i. Review and oversee all matters affecting the bridge traffic and bus and ferry transit systems including transit equipment, routes and services.

ii. Submit recommendations concerning these matters for further consideration by the Board of Directors.

c. Rules, Policy and Industrial Relations Committee. The functions of the Rules, Policy and Industrial Relations Committee shall include but not be limited to the following:

i. Review and update the Rules of the Board, Personnel Guide and Procurement Manual.

ii. Review, develop and oversee personnel policies and employer-employee relations.

iii. Review and oversee the Affirmative Action Program and Disadvantaged Business Enterprise Program.

iv. Submit recommendations concerning these matters for further consideration by the Board of Directors.

d. Governmental Affairs and Public Information Committee. The functions of the Governmental Affairs and Public Information Committee shall include but not be limited to the following:

i. Review and evaluate all federal, state and local legislation affecting the District's operations.

ii. Review and develop programs and procedures for public information, press relations, marketing, advertising and community participation.

iii. Submit recommendations concerning these matters for further consideration by the Board of Directors.

e. Finance-Auditing Committee. The functions of the Finance-Auditing Committee shall include but not be limited to the following:

i. Review all matters substantially affecting the fiscal operation of the District, including revenues, expenditures, investments and related fiscal matters.

ii. Review and monitor the District's annual operating and capital budget.

iii. Review financial reports, auditing reports and accounting practices.

iv. Review applications for federal and state funding grants.

v. Provide general stewardship of the District's funds.

vi. Review all matters affecting the District's insurance programs.

vii. Review, analyze and assess, in conjunction with the Attorney, all claims and litigation matters in which the District is a party and in which one or more counties of the District are co-parties, as well as potential exposures of the District, and to report periodically on said matters to the Board of Directors. (Res. 84-77, 3/30/84.) The Finance-Auditing Committee has the authority to settle District liability claims, including workers' compensation claims, up to \$50,000. All claims above \$50,000 require approval of the Board of Directors. (Res. 85-103, 3/29/85; Res. 01-071, 4/21/01.)

viii. Submit recommendations concerning these matters for further consideration by the Board of Directors. (Res. 89-163, 6/23/89.)

2. Procedures for Standing Committees

In addition to the general procedures for committee meetings, the following procedures shall be followed for standing committees.

To allow full participation by Board members at meetings of standing committees, each standing committee meeting shall also be noticed as a "Committee of the Whole." In the event that a quorum of Board members is present, the standing committee will automatically convert into a Committee of the Whole. Likewise, if there is no longer a quorum of the Committee of the Whole, then the Committee of the Whole will automatically convert back into a standing committee. The Chair of the Standing Committee will serve as Chair of the Committee of the Whole. (Res. 98-231, 9/25/98.)

The agenda for each standing committee shall include the following footnote:

This Committee may be attended by Board Members who do not serve on this Committee. In the event that a quorum of the entire Board is present, this Committee shall act as a Committee of the Whole. In either case, any item acted upon by the Committee or the Committee of the Whole will require consideration and action by the full Board of Directors as a prerequisite to its legal enactment. (Res. 98-11, 1/23/98.)

C. Executive Committee

At his or her discretion, the President may appoint an Executive Committee to consider significant matters of policy from time to time. The Committee shall include the President, First and Second Vice Presidents, and the Chairs of the Standing Committees. The Executive Committee shall not have the power to alter or change policies of the Board.

D. Committee Reports and Agenda

Notice of committee meetings and posting of committee meeting agenda shall be in full accordance with the Brown Act (Government Code §54950 et seq.).

Committees shall report in writing to the Board on matters considered or adopted with such recommendations for action by the Board. Unless otherwise ordered or permitted by the Board, a committee shall report upon all subjects referred to it within thirty (30) days.

Matters calendared for Committee meetings resulting in recommendations for action by the Board shall be presented at the next regularly scheduled Board meeting, unless otherwise deemed necessary by the Committee Chair. (Res. 86-363, 12/19/86; Res. 07-010, 2/9/07.)

A regular monthly meeting date shall be established for each Committee. Additional Committee meetings may be scheduled as required, but when possible at least two weeks' notice shall be given.

Committee agenda shall be prepared and mailed at least one week before the date of the meeting. Any items to be added or deleted after that date require the prior approval of the Committee Chair or, in the absence of the Chair, the Vice-Chair of the Committee. When items are added or deleted, the final agenda shall indicate the date the item was added or deleted. (Res. 80-497, 11/21/80.)

Reports to the Committee on items requiring Board action, excepting bills, investments, ratification of investments, legislative reports and routine change orders, shall be mailed at least one week prior to the date of the Committee meeting. (Res. 9307, 3/25/77.)

The Secretary shall keep a master agenda for each committee naming the subject, director who sponsored a subject and the date subject was submitted. A committee may remove a subject from its master agenda without action or written report to the Board by notifying the proposer that the subject has been removed from the master agenda. If the proposer wishes reconsideration of a subject, the proposer may request the Board for continued assignment of a subject to committee and a report on the action of the committee must be submitted in writing to the Board within thirty (30) days of reassignment of the subject to committee.

Public comment will be received on items calendared on the Agenda as each item is discussed. Persons wishing to address a Committee concerning items of interest to the public that are within the subject matter jurisdiction but that are not calendared on the Agenda of the Committee may do so, at the conclusion of the Committee meeting on the following basis: a period of thirty (30) minutes shall be allocated for public comments, with each individual to be allotted three (3) minutes to address the Committee, unless said time frames are extended upon approval of the Committee. (Res. 86-363, 12/19/86.)

E. Advisory Committees

From time-to-time the President of the Board of Directors may establish Advisory Committees in compliance with the applicable provisions of the Ralph M. Brown Act and will so advise the Board of the creation of any such Committee. Any Advisory Committee so established shall be subject to the following rules: (1) the Advisory Committee must have a specific purpose identified by the President at the time of creation of the Committee capable of being completed within a limited period of time; (2) the Committee must be given specific reporting responsibilities and a designated timeline for reporting on the subject matter referred to it; (3) Committee membership must be comprised of less than a quorum of the Board of Directors; and, (4) a "Sunset Clause" must be established for each Advisory Committee subject to reasonable extensions at the discretion of the President. Any subject referred to an Advisory Committee that otherwise qualifies for consideration under the Ralph M. Brown Act in a closed session will be reported upon by the Advisory Committee to the appropriate standing committee or to the Board of Directors in closed session within the designated timeline. In addition, no Advisory Committee shall be comprised of a quorum of any Standing Committee of the Board of Directors with regard to any topic that otherwise would fall within the subject matter jurisdiction of a standing committee. (Res. 03-055, 5/30/03)

RULE IV. DUTIES OF THE PRESIDENT

A. Duties Generally

The President of the Board shall preside at all meetings of the Board and shall be an ex-officio member of all committees. In the absence of the President to preside at Board meetings or to discharge other duties of the office of President, the First Vice-President shall become Acting President. In the absence of the President and First Vice-President, the Second Vice-President shall become Acting President.

In the absence of the President and the Vice Presidents, a President Pro Tem shall be chosen from among the Directors present, whose duties it shall be to act as presiding officer until the President or Vice-Presidents shall be able to resume their duties.

The President shall sign all contracts for the purchase/lease of equipment, supplies, materials, or procurement of services or construction, when the amount to be paid by the District exceeds the procurement authority of the General Manager. (Res. 01-138, 8/24/01).

The President shall have such other powers and duties as shall be designated to the President by the Board.

B. Duties Relative to Appointments

The President of the Board may appoint individuals to represent the District on other Boards, subject to ratification by the Board of Directors. Appointees serve at the pleasure of the Board and such appointments will be subject to review by the Board at least once every two years. The first such review will take place no later than March 1, 2002 and every two years thereafter.

If at any time a Director who has been appointed to represent the District on another Board no longer is a Director on the District Board of Directors, he or she may still serve as a District representative, provided the President reconfirms the appointment and the Board of Directors ratifies the appointment.

Appointees to other Boards shall present reports on a regular basis to the District Board of Directors. (Res. 01-139, 8/24/01).

RULE V. DUTIES OF THE GENERAL MANAGER

The General Manager, as Executive Officer, shall have responsibility commensurate with the authority established by the Board, for the operation of the District and shall supervise and control employees in the administration, operation, construction and planning and research activities of the District. The General Manager shall employ and discharge at pleasure all subordinate officers, employees and assistants, prescribe their duties, and subject to the approval of the Board, shall fix compensation.

The General Manager shall report in writing at every regular meeting of the Board on the activities of the District, noting work to be accomplished and recommendations for action by the Board.

The General Manager shall furnish the Board with an estimate of the tolls necessary to pay the obligations of the District and shall be responsible for the collection of tolls, fares and charges established by the Board. All collections and other monies received on behalf of the District shall be promptly deposited in the depository or branch depositories specified by the Auditor-Controller.

The General Manager shall approve or disapprove all demands against the District prior to submission to the Finance-Auditing Committee. The General Manager shall sign all warrants approved by the Board of Directors for demands, salaries and recurring charges.

The General Manager shall act as Purchasing Agent and shall designate a purchaser to have charge of all procurements. The General Manager shall have authority to purchase supplies, equipment and materials and to arrange for work in the manner provided for in the Procurement Manual. The General Manager is authorized to execute any leases or agreements and expend funds for procurements and activities included within the approved annual budget as follows: (1) for contracts up to \$100,000, inclusive of any change orders, for equipment, supplies, materials, services or construction; (2) for contracts over \$100,000, the General Manager may award contracts for the routine replacement of equipment, supplies and materials that result in a defined product only, with the understanding that said equipment, supplies and materials contracts should not have a policy impact and provided that such procurements are included in the District's approved annual budget (examples of such contracts to include, but not be limited to: computers, compressors, printing of transit system timetables and guides, trucks, fuel and dry-docking); with the understanding that the Board of Directors' approval will be required for all other contracts over \$100,000, regardless of inclusion in the approved annual budget, including routine, recurring service contracts that do not result in a defined product at their conclusion (examples of such contracts to include, but not limited to: janitorial services, window washing services, revenue collection services and security guard services) (3) for contracts over \$100,000, the General Manager may authorize change orders or contract amendments, cumulatively not to exceed ten percent (10%) of the original contract, and not to exceed \$50,000 for any single change order; and, (3) for leases and licenses of real property up to \$100,000 in which the District is a lessee or licensee. (Res. 04-122, 12/17/04; Res. 08-011, 2/8/08.)

The General Manager shall provide periodic reports, on no less than a quarterly basis, summarizing the transactions made within the General Manager's procurement authority. (Res. 89-118, 4/28/89; Res. 01-138, 8/24/01.)

The General Manager shall be the District's representative for Union negotiations.

The General Manager shall be responsible for representing the District in Small Claims Court and has the authority to settle District liability claims, including workers' compensation claims, which do not exceed \$25,000. (Res. 85-103, 3/29/85; Res. 01-071, 4/27/01.)

The General Manager shall be responsible for assignment of District automobiles. These assignments shall be reviewed annually prior to the adoption of the District budget.

The General Manager shall accept and consent to Deeds or Grants conveying interests or easements to real property to the District and be authorized to sign or execute the certification requested for the recording of said Deeds or Grants.

Whenever the General Manager is absent from the District due to official trips outside of the San Francisco Bay Area, illness or vacation, he or she shall designate the Acting General Manager. In the event the General Manager is unable to designate an Acting General Manager, the order of succession to assume the position of Acting General Manager will be the Bridge Manager, District Engineer, Auditor-Controller, and District Secretary.

During such time as the Auditor-Controller serves in the stead of the General Manager, the Deputy Auditor-Controller shall assume all of the duties and responsibilities of the District Auditor-Controller and the Auditor-Controller shall be completely relieved of such duties and responsibilities during said periods. (Res. 9648, 11/18/77.)

RULE VI. DUTIES OF THE SECRETARY

The Secretary of the Board shall attend all meetings of the Board and all meetings of committees unless excused by the President or Committee Chair.

The Secretary shall keep a record of proceedings of the Board and shall record for each meeting of the Board those Directors present and absent.

The Secretary shall keep a record of all roll-calls, attend to all correspondence appertaining to the Secretary's office, have custody of the District seal, maintain records and reports of officers and committees except such as are under control of the General Manager or Auditor-Controller.

The Secretary shall maintain a master agenda for items pending in each committee. Each Director and Officer who wishes to present a matter to a meeting shall notify the Secretary of the District of such intention prior to mailing the meeting notice and shall furnish all reports and supporting documents prior to such meeting.

The Secretary shall countersign all contracts on behalf of the District and affix the seal of the District thereto. In the event of the inability of the General Manager to act because of absence or otherwise, the Secretary shall sign warrants on any of the General or Special Funds of the District prepared by the Auditor-Controller or authorized assistant.

The Secretary shall nominate deputies and assistants, and after the said nominations have been confirmed by the General Manager, shall appoint the same.

The Secretary shall distribute notice of meetings of the Board and Committees to the news media, Boards of Supervisors within the six (6) counties of the District, public agencies, civic organizations and others who may so request. Notice of Board and committee meetings shall contain an agenda that includes a brief description of each item of business to be transacted or discussed in addition to date, hour and place. The Secretary shall post, or cause to be posted, a copy of the agenda at least 72 hours before each regular meeting of the Board and committees, and at least 24 hours in advance in the case of special Board meetings, in a location fully accessible to members of the public. (Res. 86-363, 12/19/86.)

The Secretary shall perform such other duties as may be prescribed by the Board.

RULE VII. DUTIES OF THE AUDITOR-CONTROLLER

The Auditor-Controller shall recommend and maintain the system of accounting that is adopted by the Board.

The Auditor-Controller shall draw and sign warrants to pay vendor demands and salaries after approval by the General Manager and as authorized within the approved District budget. The Auditor-Controller shall not draw warrants to pay other demands unless the same have been approved by the General Manager and the Finance-Auditing Committee, and passed upon by the Board.

The Board authorizes by position the General Manager or the Secretary, together with the Auditor-Controller, or Accounting Manager, to sign bank warrants and other such documents, in accordance with the rules and procedures of the District.

The Auditor-Controller shall present to the Board, at least once a month, a statement of the financial condition of the District. The Auditor-Controller shall also present, at least once a month, a statement of the approved non-recurring demands/commitments exceeding \$10,000 in value.

In the event of the inability of the Auditor-Controller to act because of absence or otherwise, the Auditor-Controller shall appoint an Acting Auditor-Controller. In the event the Auditor-Controller is unable to appoint an Acting Auditor-Controller, the Accounting Manager will serve as Acting Auditor-Controller until replaced by either the return of the Auditor-Controller or by the naming of a new Auditor-Controller by the Board of Directors. (Res. 83-213, 6/24/83; Res. 04-084, 8/27/04.)

RULE VIII. DUTIES OF THE ATTORNEY

The Attorney or his or her delegate shall attend all meetings of the Board and all committee meetings, when required unless excused by the President or Committee Chair.

The Attorney shall render opinions when required by the Board, or by the Officers of the District, or by a member of the Board.

The Attorney shall report, in writing, at all regular meetings of the Board and outline to the Directors the legal requirements for the conduct of the business of the District and shall appear for the District and prosecute or defend all suits, actions or proceedings brought by or against the District and shall attend to all legal formalities required.

The Attorney shall draw or approve all resolutions and all contracts and generally shall perform all legal services for the District, except such legal services as the District may elect to engage, in addition to those of the Attorney, for the purpose of rendering expert legal opinions upon bond issues and rendering assistance to the Attorney in contested cases, and in such other cases as the Board may determine. The Attorney shall perform such other duties as the Board imposes.

RULE IX. DUTIES OF THE ENGINEER

The Engineer shall work under the direction of the General Manager. The Engineer shall make regular inspections of any engineering construction, maintenance and repair work and shall be in charge of construction for the District. The Engineer shall perform such other duties as may be imposed by the Board of Directors and/or the General Manager.

The Engineer shall be responsible for design, supervision of consulting engineers, safety and inspection of the work of the District, and shall give reports to the Board of Directors on those matters needing a professional opinion.

The compensation of the Engineer for all of the foregoing services has been fixed by resolution of the Board of Directors. No further compensation or other salary, whether for special or general services, shall be incurred for any services to be performed by the Engineer, unless and until such compensation or salary shall be first of all agreed upon with the Board of Directors and be evidenced by vote and resolution of the Board of Directors.

RULE X. BUDGET POLICIES

A. Transit Fares

Transit fares of the District shall be reviewed annually and adjusted as necessary so as to provide a minimum of 33% of operating expenses from operating revenues, prior to any subsidy. (See also Res. 81-245, 7/10/81.)

B. District Reserves

1. Emergency Reserves. The Board's policy is to maintain a minimum of 3.5% of the operating budget in reserves to be used for emergency situations and then replaced as expeditiously as possible. (Res. 04-059, 6/25/04.)

2. Operating Reserves. The Board's policy is to maintain a minimum of 7.5% of the operating budget or sufficient amount to cover an expected operating deficit, whichever is greater, in reserves for operations to be used if necessary and then replaced as expeditiously as possible. (Res. 04-059, 6/25/04.)

3. Restricted Reserves for Claims Settlements and Liability Losses. The Board's policy is to utilize these reserves as follows:

a. Fund property and liability settlements and judgments (other than those involving Workers' Compensation matters) in excess of \$50,000; and

b. Fund settlements and judgments of disputed contract matters in excess of \$50,000. (Res. 92-79, 4/24/92.)

4. Other Restricted Reserves. From time to time, the District may establish other restricted reserves as appropriate.

C. Policy on Capital and Operating Budget Transfers

Budgeted funds may be transferred between different operating Division budget line items, and may also be transferred between Divisions, up to an amount of \$50,000 per transfer for expenditures or activities that have been previously authorized by the Board, when such transfer has been approved by the General Manager. Any single transfer that is greater than \$50,000 shall be subject to the review and approval by the Finance-Auditing Committee and Board. The General Manager has the authority to approve like line item transfers of any amount between departments within an approved operating Division budget. Budgeted funds may be transferred between the capital and operating budget up to the amount of \$5,000 with the General Manager's approval. For a multi-year capital project already in the approved capital budget, funds may be transferred between fiscal years provided there is no increase in the total project budget when such a transfer has been approved by the General Manager. The Auditor-Controller shall concur with all transfers and provide the Board with a written report summarizing all such transfers on no less than a quarterly basis. (Res. 01-159, 10/12/01; Res. 07-052. 6/8/07.)

D. Use of Unbudgeted Funds

When financial commitments are proposed entailing the use of unbudgeted funds in excess of \$1,000, a presentation will be made in conjunction with the request as to the: (1) source of revenue to meet the commitment; or, (2) source of savings to offset the expenditure. (Res. 81-32, 1/30/81.)

No request for unbudgeted funds in excess of \$2,500 shall be brought to the Board without prior approval by the Finance-Auditing Committee.

RULE XI. INVESTMENT POLICY

A. Introduction

The purpose of this Rule is to identify various policies and procedures that enhance opportunities for a prudent and systematic investment policy and to organize and formalize investment-related activities.

The investment policies and practices of the Golden Gate Bridge, Highway & Transportation District are based on state law and prudent money management. All general funds will be invested in accordance with the District's Investment Policy and Article 2 of Chapter 4 of the California Government Code (commencing with Section 53600). The investment of bond or note proceeds will be governed by the provisions of the relevant bond documents. (Res. 01-148, 9/14/01.)

B. Scope

It is intended that this policy cover all funds (except retirement funds) and investment activities under the direction of the District.

C. Prudence

Investments shall be made with judgment and care—under circumstances then prevailing—which persons of prudence, discretion and intelligence exercise in the management of their own affairs, not for speculation, but for investment, considering the probable safety of their capital as well as the probable income to be derived.

The standard of prudence to be used by investment officials shall be the "prudent person" standard and shall be applied in the context of managing an overall portfolio. All persons investing, reinvesting, purchasing, acquiring, exchanging, selling and managing public funds shall act with care, skill, prudence and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiarity with those matters would use in the conduct of funds of a like character and with like aims, to safeguard the principal and maintain the liquidity needs of the District.

D. Objectives

The primary objectives, in priority order, of the District's investment activities shall be:

1. Safety. Safety of principal is the foremost objective of the investment program. The District's investments shall be undertaken in a manner that seeks to ensure preservation of capital in the portfolio.
2. Liquidity. The District's investment portfolio will remain sufficiently liquid to enable the District to meet its cash flow requirements.
3. Return On Investment. The District's investment portfolio shall be designed with the objective of attaining a market rate of return on its investments consistent with the constraints imposed by its safety objective and cash flow considerations.

E. Delegation of Authority

The management and oversight responsibility for the investment program is hereby delegated to the Auditor-Controller who shall monitor and review all investments for consistency with this investment policy. No person may engage in an investment transaction except as provided under the limits of this policy. The Board may delegate the day-to-day investment decision making and execution authority to an investment advisor. The advisor shall follow the policy and such other written instructions as are provided.

F. Ethics and Conflict of Interest

Officers and employees involved in the investment process shall refrain from personal business activities that could conflict with proper execution of the investment program, or which could impair their ability to make impartial decisions. Officers and employees involved in the investment process shall abide by the District's Conflict of Interest Code, California Government Code Section 1090 et seq. and the California Political Reform Act (California Government Code Section 81000 et seq.)

G. Internal Controls

The Auditor-Controller shall establish a set of internal controls. The internal controls will be reviewed with the independent auditor. The controls shall be designed to prevent employee error, misrepresentations by third parties, unanticipated changes in financial markets or imprudent actions by employees or officers of the District.

H. Selection of Financial Institutions and Broker/Dealers

To provide for the optimum yield in the District's portfolio, the District's procedures shall be designed to encourage multiple bids and offers on investment transactions from an approved list of broker/dealers. The Auditor-Controller, or the District's investment advisor, shall maintain a list of authorized broker/dealers and financial institutions which are approved for investment purposes, and it shall be the policy of the District to purchase securities only from those authorized institutions or firms.

I. Permitted Investment Instruments

1. Government obligations for which the full faith and credit of the United States are pledged for the payment of principal and interest.

2. Federal agency or United States government-sponsored enterprise obligations, participations, or other instruments, including those issued by or fully guaranteed as to principal and interest by federal agencies or United States government-sponsored enterprises. (Res. 02-027, 2/8/02.)

3. (a) Bonds, notes, warrants, or other evidences of indebtedness issued by California or any local agency in California, including evidences of indebtedness, payable solely out of the revenues from a revenue producing property owned, controlled, or operated by the local agency or by a department, board, agency or authority of the local agency or by the State of California; (b) registered treasury notes or bonds of any of the other 49 United States in addition to California, including bonds payable solely out of the revenues from a revenue-producing property owned, controlled, or operated by a state or by a department, board, agency, or authority of any of the other 49 United States, in addition to California. (Res. 08-036, 4/25/08.)

4. Repurchase Agreements used solely as short-term investments not to exceed 90 days.

The following collateral restrictions will be observed: Only U.S. Treasury securities or Federal Agency securities, as described in subsections 1 and 2 above, will be acceptable collateral. All securities underlying Repurchase Agreements must be delivered to the District's custodian bank versus payment or be handled under a tri-party repurchase agreement. The market value of securities that underlay a Repurchase Agreement shall be valued at 102 percent or greater of the funds borrowed against those securities and the value shall be reviewed on a regular basis and adjusted no less than quarterly.

Market value must be calculated each time there is a substitution of collateral.

The District or its trustee shall have a perfected first security interest under the Uniform Commercial Code in all securities subject to Repurchase Agreement.

The District may enter into Repurchase Agreements only with primary dealers of the Federal Reserve Bank of New York.

The District will have specific written agreements with each firm with which it enters into Repurchase Agreements.

Reverse repurchase agreements will not be offered without the prior specific consent of the District's Board of Directors. If a reverse repurchase agreement is authorized, it may be utilized only if the security to be sold on reverse repurchase agreement has been owned and fully paid for by the District for a minimum of 30 days prior to the sale; the total of all reverse repurchase agreements on investments owned by the District does not exceed 20 percent of the base value of the portfolio; and the agreement does not exceed a term of 92 days, unless the agreement includes a written codicil guaranteeing a minimum earning or spread for the entire period between the sale of the security using a reverse repurchase agreement and the final maturity date of the same security.

The District may enter into Reverse Repurchase Agreements only with primary dealers of the Federal Reserve Bank of New York.

5. Bankers' Acceptances issued by domestic or foreign banks, which are eligible for purchase by the Federal Reserve System, the short-term paper of which is rated in the highest category by Moody's Investors Services or by Standard & Poor's Corporation.

Purchases of Banker's Acceptances may not exceed 180 days maturity or 40 percent of the District's surplus money. However, no more than 15 percent of the District's surplus funds may be invested in the Banker's Acceptance of any one commercial bank. (Res. 01-036, 2/23/01.)

6. Commercial paper of "prime" quality of the highest ranking or of the highest letter and number rating, as provided for by a nationally recognized statistical-rating organization (NRSRO). The entity that issues the commercial paper shall meet all of the following conditions in either paragraph (a) or paragraph (b):

a. The entity meets the following criteria: (1) is organized and operating in the United States as a general corporation; (2) has total assets in excess of five hundred million dollars (\$500,000,000); and, (3) has debt other than commercial paper, if any, that is rated "A" or higher by a nationally recognized statistical-rating organization (NRSRO).

b. The entity meets the following criteria: (1) is organized within the United States as a special purpose corporation, trust, or limited liability company; (2) has program-wide credit enhancements including, but not limited to, over-collateralization, letters of credit, or surety bond; and, (3) has commercial paper that is rated "A-1" or higher, or the equivalent, by a nationally recognized statistical-rating organization (NRSRO).

Eligible commercial paper shall have a maximum maturity of 270 days or less. Local agencies, other than counties or a city and county, may invest no more than 25 percent of their money in eligible commercial paper. Local agencies, other than counties or a city and county, may purchase no more than 10 percent of the outstanding commercial paper of any single issuer. Counties or a city and county may invest in commercial paper pursuant to the

concentration limits in subdivision (a) of Section 53635. (Res. 02-027, 2/8/02; Res. 04-023, 3/12/04.; Res. 05-016, 3/11/05)

7. Medium-term notes are defined as all corporate and depository institution debt securities with a maximum remaining maturity of five years or less, issued by corporations organized and operating within the United States or by depository institutions licensed by the United States or any state operating within the United States. Medium-term corporate notes shall be rated in a rating category "A" or its equivalent or better by a nationally recognized rating service.

Purchase of medium-term notes may not exceed 30 percent of the District's surplus money. (Res. 00-041, 2/25/00.)

8. FDIC-insured or fully collateralized time certificates of deposit in financial institutions located in California, including U.S. branches of foreign banks licensed to do business in California. All time deposits must be collateralized in accordance with California Government Code Section 53651, either at 150 percent by promissory notes secured by first mortgages and first trust deeds upon improved residential property in California eligible under section (m) or at 110% by eligible marketable securities listed in subsections (a) through (l) and (n) and (o). The District, at its discretion and by majority vote of the Board of Directors, on a quarterly basis, may waive the collateralization requirements for any portion of the deposit that is covered by federal insurance. (Res. 03-035, 4/11/03)

Purchase of FDIC insured of fully collateralized time certificates shall not exceed a total of \$2 million.

9. Negotiable certificates of deposit or deposit notes issued by a nationally or state chartered bank or a state or federal savings and loan association or by a state-licensed branch of a foreign bank; provided that the senior debt obligations of the issuing institution are rated "AA" or better by Moody's or Standard & Poor's.

Purchase of negotiable certificates of deposit may not exceed 30 percent of the District's surplus money.

10. Any mortgage pass-through security, collateralized mortgage obligation, mortgage-backed or any other pay-through bond, equipment lease-back certificate, consumer receivable pass-through certificate, or consumer receivable-backed bond of a maximum of five years maturity. Securities eligible for investment under this subdivision shall be issued by an issuer having an "A" or higher rating for the issuer's debt as provided by a nationally recognized rating service and rated in a rating category of "AA" or its equivalent or better by a nationally recognized rating service. Purchase of securities authorized by this subsection may not exceed 20 percent of the District's surplus money that may be invested pursuant to this section.

11. State of California's Local Agency Investment Fund. Investment in LAIF may not exceed \$40 million. (Res. 01-054, 3/23/01; Res. 02-027, 2/8/02.)

12. Shares of beneficial interest issued by diversified management companies, as defined in Section 23701m of the Revenue and Taxation Code, investing in the securities and obligations authorized by sections a through l of Government Code section 53601. To be eligible for investment pursuant to this subdivision these companies shall either: (1) attain the highest ranking

letter or numerical rating provided by not less than two of the three largest nationally recognized rating services; or, (2) have an investment advisor registered with the Securities and Exchange Commission with not less than five years experience investing in securities and obligations authorized by Government Code Section 53601 and with assets under management in excess of \$500,000,000.

The purchase price of shares shall not exceed 15 percent of the District's surplus money.

Credit criteria listed to in this section refer to the credit of the issuing organization at the time the security is purchased. If a credit rating falls below the criteria stated, the Auditor-Controller shall notify the General Manager. In the event a rating drops below "A," the Auditor-Controller shall notify the General Manager, the Finance and Auditing Committee, and the Board along with a recommendation of whether to hold or sell the particular security.

J. Diversification

The District shall attempt to limit the District's investments in any one bank or corporation to no more than 15 percent of the District's total investments at the time of purchase.

K. Maximum Maturity

Investment maturities shall be based on a review of cash flow forecasts. Maturities will be scheduled so as to permit the District to meet all projected obligations.

Unless otherwise specified in this section, no investment shall be made in any security, other than a security underlying a repurchase or reverse repurchase agreement as authorized by this section, that at the time of the investment has a term remaining to maturity in excess of five years.

Generally, not less than 20 percent of the District's portfolio, or a sufficient amount to enable the District to meet its cash flow requirements, whichever amount is greater, shall be placed in investments with maturity dates that do not exceed one year, with the understanding that the Chair of the Finance-Auditing Committee and the Auditor-Controller may approve jointly a lesser percentage on an investment by investment basis. (Res. 96-151; Res. 00-155, 7/28/00.)

L. Ineligible Investments

Any security type or structure not specifically approved by this policy is hereby specifically prohibited. Security types which are thereby prohibited include, but are not limited to,

1. "Complex" derivative structures such as range notes, dual index notes, inverse floaters, leveraged or deleveraged floating-rate notes, or any other complex variable-rate or structured note.

2. Interest-only strips that are derived from a pool of mortgages, or any security that could result in zero interest accrual if held to maturity.

M. Sales Prior to Maturity

Sales prior to maturity are permitted. Certain investment opportunities may involve the recognition of value losses. Book value trading losses are permitted. Any trading loss greater than 1 percent of principal value of any investment holding requires the following: (1) explanation of source of loss; (2) rationale for transactions resulting in recognition of loss; and, (3) estimation of time necessary to recoup the loss.

N. Reporting Requirements

The Auditor-Controller shall provide to the General Manager, the Finance-Auditing Committee and the Board a monthly investment report, which shall include, at a minimum, the following information for each individual investment:

- Type of investment instrument;
- Issuer name;
- Maturity date;
- Par value;
- Purchase price; and,
- Current market value and the source of the valuation. (Res. 03-035, 4/11/03)

The monthly report also shall: (1) state compliance of the portfolio to the statement of investment policy, or manner in which the portfolio is not in compliance; (2) include a description of any of the District's funds, investments or programs that are under the management of contracted parties, including lending programs; and, (3) include a statement denoting the ability of the District to meet its expenditure requirements for the next six months, or provide an explanation as to why sufficient money shall, or may, not be available.

This monthly report shall be submitted within 30 days following the end of the month.

The Auditor-Controller shall annually render to the Board a statement of investment policy, which the Board shall consider at a public meeting.

O. Safekeeping and Custody

All securities, whether negotiable, bearer, registered, or nonregistered, whether purchased for the District by financial advisors, consultants or managers, shall be delivered, either by book entry or physical delivery, to the District's third party custodian.

P. Investment Sub-Committee

An Investment Sub-Committee shall be established that will include the Chair of the Finance-Auditing Committee, plus two other Directors and the Auditor-Controller, to periodically (at least quarterly) review the District's investment strategy and investment policy. (Res. 81-197, 5/29/81.)

RULE XII. DISTRICT BANK ACCOUNTS AND SIGNATURES

The following persons are authorized and empowered to deposit, invest, withdraw, transfer or disburse funds of the District for District purposes in such amounts and manner as may be

determined by oral, telephonic, electronic or written order, and to act on behalf of and to bind the District by oral, telephonic, electronic or other instrument of any one of them and shall have the same binding effect as if written and duly signed by the District:

A. Consolidation Account

All deposits for the account of the District are to be made to this account.
Transfers to other accounts are to be made to cover checks drawn on a daily basis.

Authorized Signatories (any two):

General Manager
Auditor-Controller
Secretary of the District
Accounting Manager

B. Operating Account

Authorized Signatories (any two):

General Manager or facsimile
Auditor-Controller or facsimile
Secretary of the District
Accounting Manager

C. Payroll Account

Authorized Signatories (any two):

General Manager or facsimile
Auditor-Controller or facsimile
Secretary of the District
Accounting Manager

D. Bus Liability Account

Authorized Signatories:

Signatories on the authorized signature agreement from the Liability Insurance
Adjusters, as authorized by the Board

General Manager
Auditor-Controller
Secretary of the District
Accounting Manager

Both signatories from the Liability Insurance Adjuster may sign checks up to \$20,000. If the check exceeds \$20,000, then a second signatory, either the General Manager, Auditor-Controller or Secretary of the District or Accounting Manager is necessary.

E. Workers' Compensation Account

Authorized Signatories:

Signatories on the authorized signature agreement from the Workers' Compensation Insurance Adjuster, as authorized by the Board
General Manager
Auditor-Controller
Secretary of the District
Accounting Manager

The signatories from the Workers' Compensation Insurance Adjuster may sign checks up to \$20,000. If the check exceeds \$20,000, then a second signatory, either the General Manager, Auditor-Controller, Secretary of the District or Accounting Manager is necessary. (Res. 04-055, 6/25/04.)

F. Flexible Spending Accounts

Authorized Signatories:
Signatories on the authorized signature agreement from the Third Party Administrator, as authorized by the Board:
General Manager
Auditor-Controller
Secretary of the District
Accounting Manager

The signatories from the Third Party Administrator may sign checks up to \$5,000. If the check exceeds \$5,000, then a second signatory, either the General Manager, Auditor-Controller, Secretary of the District or Accounting Manager, is necessary. (Res. 04-049, 6/11/04.)

G. Local Agency Investment Fund

Authorized signatories:

General Manager
Auditor-Controller
Secretary of the District
Accounting Manager

In addition, telephonic and/or oral instructions may be initiated by any of the following:

Budget & Program Analysis Manager
Accounting Supervisor
(Res. 06-067, 8/11/06.)

H. Wire Transfer

In addition to the authorized signatories (General Manager, Auditor-Controller, Secretary of the District and the Accounting Manager), wire transfers of funds from the Operating Account or telephonic and/or oral instructions to the bank may be initiated by any of the following:

Budget & Program Analysis Manager
Accounting Supervisor

Authority to order wire transfers of funds to pay approved invoices for regular pre-approved vendor accounts may be initiated by any of the following:

Budget & Program Analysis Manager
Accounting Supervisor
Accountant
(Res. 01-167, 10/26/01; Res. 05-090, 11/18/05.)

RULE XIII. EMERGENCY PROCEDURES

The Board of Directors hereby finds and determines that emergency conditions exist whenever there is a sudden, unexpected occurrence that poses a clear and imminent danger, requiring immediate action to prevent or mitigate the loss or impairment of life, health, property, or essential public services. Examples of emergency conditions include, but are not limited to, any great public calamity, such as extraordinary fire, flood, storm, earthquake, epidemic, acts of terrorism or other natural or civil disaster. The General Manager is authorized to take all necessary and proper measures in emergency conditions to keep the Golden Gate Bridge and approaches open for public transportation at all times and to maintain bus and ferry public transportation systems in operation.

The Board further finds and determines that any immediate and directly related action required to respond to the emergency conditions does not permit the delay resulting from a competitive solicitation for bids. Accordingly, the General Manager is authorized to let contracts without giving notice for bids for equipment, services, supplies, repair, and alteration work that are necessary to keep the Golden Gate Bridge and approaches open and to maintain District bus and ferry transportation systems in operation. The General Manager shall promptly report on the reasons and necessity for proceeding without a competitive solicitation for bids to the Board of Directors at the next available meeting (not later than 14 days) after the emergency action is taken. Board approval is required for any contract in excess of \$100,000, and shall be obtained as soon as it is practicable to do so.

Each operating division shall have written procedures for handling emergencies, which will be reviewed periodically. (Res. 01-164, 10/26/01.)

RULE XIV. PROCEDURES FOR LIABILITY CLAIMS AND LAWSUITS

The District's claims administrators and special counsel shall follow these procedures for workers' compensation, bus transit liability and ferry transit liability claims and lawsuits:

A. Reports

Reports shall be presented periodically to the Finance-Auditing Committee of the Board of Directors and, when otherwise required by rules and regulations adopted by the Board of Directors or when so determined by the Finance-Auditing Committee, to the Board of Directors when significant developments occur in major cases. "Significant developments" consist of all settlement offers with plaintiffs or with other parties joined by way of cross-complaint, all situations which contemplate the dismissal of major parties, all circumstances in which consideration is being given to the joinder by the District of other municipalities by way of cross-complaint and such other circumstances which may occur that reasonably warrant assessment by the Board of Directors of liability exposures confronted by the District. "Major cases" shall be deemed to be those involving exposures which exceed the settlement authority of the General Manager as approved by the Board of Directors from time to time.

B. Appearance Before Board or Committee

On a periodic basis, not less frequently than once each year, workers' compensation, bus transit liability and ferry transit liability claims administrators and special counsel shall appear before the Finance-Auditing Committee and, if the Finance-Auditing Committee or the President of the Board so desire, before the Board of Directors for the purpose of discussing pending or potential future claims and lawsuits. At such times the claims administrators and special legal counsel shall render reports which address the following issues:

1. A summation of the cases disposed of during the applicable reporting period and the costs, by way of judgment or settlement, incurred by the District;
2. A summary of exposures faced by the District in pending matters under their respective jurisdictions, the amount of reserves, if any, assigned to such cases and the anticipated time frames within which such exposures likely will be faced; and
3. A summary of claims administration and legal fees and costs incurred during the reporting period together with projected budgets for ultimate disposition of pending cases.

C. District's Attorney

In accordance with existing District policies and procedures, the District's Attorney shall be informed of all claims and lawsuits filed against the District and shall serve as the conduit for the tendering of defense of the District under circumstances in which the District is entitled to a defense pursuant to insurance contracts, indemnity agreements or other arrangements. The Attorney shall also be expected to advise the Board of Directors and Committees from time to time on matters involving claims and litigation defense procedures and practices, establishment of liability reserves and recommendations pertaining to efficient and cost effective procedures for representation of the District. (Res. 85-404, 12/20/85).

In any case where damages appear they may exceed \$150,000, the District's Attorney will be notified and will monitor the handling of the matter, including the selection of counsel. Any claim or lawsuit involving death, obvious severe personal injuries, i.e., loss of limb, loss of eyesight, brain damage, paraplegia, quadriplegia or other serious injuries, presumptively shall be deemed to fall into this category requiring consultation with and monitoring by the District's Attorney.

In any case where damages appear to exceed \$500,000, the District will reserve the right to appoint/approve selection of defense counsel, including the assumption of lead defense responsibility by the District's Attorney, with the understanding that decisions in this regard shall be made jointly by the General Manager and the District's Attorney.

In any case asserting violation of the Americans with Disabilities Act or any comparable state or local law or regulation, or any other federal, state or local civil rights law or regulation, the District's Attorney presumptively will be responsible for direct handling of the case or assignment to other counsel in accordance with current practice; with the understanding that Bus Division and/or Ferry Division adjusters or investigators will provide investigative and adjustment services at the direction of the District's Attorney in such matters.

All third party claims administrators assigned to cases under subparagraphs 2 and 3 above will submit written comprehensive status reports concerning each case to both the District's Attorney and the General Manager on a semi-annual basis in a form to be approved from time to time by the District's Attorney, and thereafter present said reports to the Board of Directors, through the Finance-Auditing Committee, in accordance with existing practice. (Res. 01-050, 3/23/01).

RULE XV. PROCEDURES FOR PUBLIC HEARINGS

A. Prior Committee Consideration and Call for Public Hearing

All public hearings are to be called by the Board of Directors. However, when authorized by the President, the General Manager may call a public hearing that is required by law or by District policy when doing so would move the process forward in a timely manner.

As a general rule, no hearing will be called until the subject of the hearing has been reviewed by an appropriate committee and the Board has received a report from that committee. The committee report to the Board should identify the subject of the hearing, explain what objectives are sought to be achieved by the proposal which will be considered at the hearing and indicate whether the hearing is legally required prior to Board action on the subject. However, if time does not permit prior committee consideration, the General Manager may refer the matter directly to the Board, and shall provide a briefing for members of the Board on the subject of the hearing in advance of the hearing date.

B. Necessity of a Public Hearing

The Board may call a public hearing for a variety of reasons. However, prior to implementing a toll adjustment, a new fare, raising an existing fare or implementing a major reduction in service, the District shall hold a public hearing at which oral and written presentations can be made as part of a duly noticed meeting.

"Major reduction in service" is defined as:

1. Elimination of 25 percent or more of the number of transit route miles of a bus or ferry route; or
2. Elimination of 25 percent or more of the number of daily transit revenue miles of a bus or ferry route for the day of the week for which the change is made; or

3. Elimination of service that affects 25 percent or more of daily passenger trips of a bus or ferry route for the day of the week for which the change is made.

C. Notice

Notice of the time and place of the meeting shall be published twice in a newspaper that is regularly published at least once a week. As a general rule, the first notice should be published at least 21 days prior to the hearing and the second notice at least 6 days thereafter. Shorter notice may be given when permitted by law and when financial, operational or scheduling considerations make it infeasible to provide 21 days' advance notice. At a minimum, the notice must be published at least 10 days prior to the hearing and the second notice at least 6 days thereafter.

The notice shall include a general, brief explanation of the matter to be considered. The notice shall also state where and when the staff report or other information about the subject of the hearing will be available for public review.

If specific groups or neighborhoods would be affected by the change, the District shall use best efforts to publish the notice in newspapers, if any, oriented to such groups or neighborhoods and to otherwise publicize the hearing to reach such groups or neighborhoods, including publicizing the hearing on the District's web site.

If more than one hearing is held in connection with implementing a new fare, raising an existing fare or implementing a major reduction in service, notice shall be published of the time and place of the second or succeeding hearing(s) at least 10 days in advance of the hearing.

D. Staff Report

At least seven days prior to the hearing, a staff report on the subject of the hearing will be mailed to all members of the Board of Directors. Copies of the report will be made available at that time to members of the public. The staff report will contain the recommendations, if any, of the General Manager on the subject of the hearings.

E. Conduct of the Public Hearing

At the public hearing, the District shall afford any interested person or duly authorized representative, or both, the opportunity to present statements or arguments. Limitations may be established on the length of oral presentations in order to afford all members of the public a reasonable opportunity to speak. The hearing need not be conducted according to the technical rules of evidence. Such hearing may be conducted by less than a majority of the Board. Generally, court reporters will not be used.

F. Committee and Board Consideration and Action

At the close of the public hearing, the President will announce where the item will next be heard, either before a committee or the Board. At the subsequent committee or Board meeting, the General Manager will provide a report summarizing and responding to key comments made by the public.

Consideration of and action on toll or fare increases or major reductions in service levels held at a subsequent committee or Board meeting after the public hearing(s) shall not require further

published notice. Notice of the agenda of such committee or Board meeting shall be provided in accordance with regular District procedures. (Res. 04-034, 4/23/04.)

RULE XVI. INSPECTION OF PUBLIC RECORDS

A. Requests

Requests to inspect or copy public records of the District should be made to the Secretary of the District, Administration Building, Golden Gate Bridge, Toll Plaza, San Francisco, California. All requests for copies shall be submitted on appropriate forms provided by the District.

Persons desiring to inspect or copy public records in the District's possession must allow sufficient time for the records to be assembled and reviewed for the purpose of determining if they are public records available for inspection under the terms of the California Public Records Act, or whether they instead, fall within the exclusions contained in the Act or otherwise should be withheld by reason of an overriding public interest.

B. Time for Inspection of Public Records

All records subject to public inspection may be examined by members of the public at any time during the regular business hours of the District (8:30 a.m. until 4:30 p.m., Monday through Friday, excluding holidays), Administration Building, Golden Gate Bridge, Toll Plaza, San Francisco, California. No public records shall be removed from the District's premises except by permission of the District Secretary.

C. Fees for Copies of Public Records

Upon the submission of a request on forms provided by the District, copies of records subject to public inspection shall be made available by the District.

The District shall charge and collect the following fees for said records:

1. For copies of records not required to be certified or authenticated - 10¢ per sheet; and
2. For certified, authenticated or true copy of records - 10¢ per sheet, plus \$1.00 for every certificate with seal affixed to it. (Res. 8771, 12/19/75.)

RULE XVII. PUBLIC INFORMATION GUIDELINES

The business of the District is the people's business. The District, as a public agency, must be responsive to the public's "right to know" of the policies and actions of the District's Board of Directors and Management.

Further, State law prescribes that meetings of the District Board and documents of the District must, with certain exceptions, be open to public scrutiny.

In order to assure that the public has ample knowledge of and opportunity for participation in the affairs of the District, the following guidelines should direct the District's public information efforts.

The chief spokesperson for the District is the General Manager. It is the General Manager's responsibility to respond promptly to inquiries from the news media. The General

Manager may delegate lead responsibility for this activity to the Public Affairs Director. In the absence of the General Manager or designee, the appropriate officer or Deputy General Manager should act as spokesperson for the District.

Following Committee meetings of the Board and regular Board meetings, the Public Affairs Director will be available to representatives of news media to answer questions about Committee and Board actions.

Individual Directors may at times be asked by news media for comment on Board actions and policies. Directors responding to such requests must indicate when they are providing their own opinions and interpretation, as opposed to when they are stating what the Board has agreed upon by majority vote. Responses to all media editorials will be made by the General Manager, President of the Board of Directors or by a member of the Board of Directors appointed by the President. (Res. 80-357, 8/29/80.)

When matters of wide public interest are to be discussed by the Board, the Public Affairs Director should issue an announcement in the form of a news release as a means of alerting the public through the news media. All interested news media may request to be added to the Secretary of the District's mailing list to receive notice of Board and Committee meetings. Members of the public and representatives of organizations interested in receiving announcements of meetings should be provided them. However, on an annual basis, those receiving such announcements should be canvassed to determine if they desire to remain on the District mailing list.

In the event of a major accident or other important happening on the Bridge, calls from the news media may come directly to the Toll Sergeant's Office. The senior officer on duty should respond to those inquiries and log in the calls. The General Manager, the District Engineer, the Deputy General Manager, Bridge Division, and Public Affairs Director should be promptly informed of the situation.

In the event of a major accident or other important happening relating to the bus or ferry systems, the Deputy General Managers of those systems should promptly inform the General Manager and the Public Affairs Director, so that accurate information may be supplied to the news media. The General Manager will make every effort to inform the President of the Board of Directors, as well as the members of the Board, as early as possible of major accidents or happenings on the Bridge or transit systems.

It is recognized that good employee morale in large part stems from the employees' knowledge of an organization's goals and management's efforts to implement them. Officers and Deputy General Managers should take all appropriate steps to keep their employees informed of District activities.

Publications of the District shall be the responsibility of the General Manager, reporting to the Governmental Affairs and Public Information Committee. From time to time, at the initiation of the General Manager, or at the direction of the Board, special publications may be prepared by the District for dissemination to the public in order to keep them informed of District activities.

Speaking engagements, appearances on radio and television, and interviews given to members of the press by Directors and Staff members should be coordinated and reported to the

General Manager, the Public Affairs Director and as appropriate, the Governmental Affairs and Public Information Committee, in order that all who are interested may be kept informed of such activities.

The Board of Directors affirms that the District shall maintain an open door policy in its relationship with the news media and the general public, and shall take the initiative in making widely known its policies and programs. (Res. 2003-056, 5/30/03)

RULE XVIII. EMPLOYER-EMPLOYEE RELATIONS

The General Manager shall be the District's duly authorized representative, and he or she, or authorized representative, shall be the District's representative in all matters of employer-employee relations, with authority to meet and confer and to consult in good faith on matters within the scope of representation including wages, hours and other terms and conditions of employment.

No member of the Board of Directors and no officer or employee of the District other than the General Manager or authorized representative, shall meet and confer, consult, or attempt to meet and confer or consult with an employee, an employee organization, or an employee representative, or any agent thereof, on any matter that the General Manager has been duly authorized to meet and confer or consult on by the Board of Directors or by the Rules, Policy and Industrial Relations Committee, other than at a scheduled public meeting of the Board of Directors or a Committee meeting of the Board of Directors.

Authorized District representatives shall take all necessary steps to complete its negotiations with union representatives within the time period specified in present labor contracts. Because it is not the desire or intent of the District to continue granting retroactivity upon completion of present labor contract agreements, retroactivity will be granted sparingly and only in exceptional cases. (Res. 7293, 8/13/71 and Res. 8999, 6/25/76 are attached as Appendix A.)

RULE XIX. EVALUATION AND COMPENSATION OF OFFICERS WHO ARE DISTRICT EMPLOYEES

The District's enabling legislation establishes five officers who are appointed by and serve at the pleasure of the Board of Directors: the General Manager, Secretary, Auditor-Controller, Engineer and Attorney.

The General Manager, Secretary, Auditor-Controller and Engineer are employees of the District. On an annual basis, the Board will review their performance and based thereon will establish their compensation, inclusive of salary and benefits. Compensation determinations for these officers will not be directly tied to compensation adjustments periodically accorded to other non-bargaining unit employees. Instead, compensation for these officers will be separately determined based upon their individual performance evaluations, comparable wage and benefit data pertaining to their positions, the financial conditions of the District and other relevant factors, as may be determined by the Board. (Res. 96-257, 12/13/96)

RULE XX. OFFICE HOURS

The Administrative Offices of the District shall be open from 8:30 a.m. to 4:30 p.m., Monday through Friday of each week.

The offices shall be closed on Saturdays, Sundays, legal holidays, and such other occasions as the Board of Directors may authorize.

The Personnel Guide and applicable Memoranda of Understanding detail specific holiday provisions for District and administrative employees and employees covered by collective bargaining agreements.

RULE XXI. AMENDMENTS

These rules may be suspended or amended or repealed at any Board of Directors' Meeting by a majority of the members of the Board.

APPENDIX A

Employer-Employee Relations Resolutions

Resolution No. 7293, *Adopt Resolution on Employer-Employee Relations*
Resolution No. 8999, *Amend Employer-Employee Resolution*

GOLDEN GATE BRIDGE, HIGHWAY AND TRANSPORTATION DISTRICT

RESOLUTION NO. 7293

ADOPT RESOLUTION ON EMPLOYER-EMPLOYEE RELATIONS

August 13, 1971

AMENDED BY 8999

WHEREAS Chapter 10, Division 4, Title 1 of the Government Code of the State of California was amended effective January 1, 1969 for the purpose of promoting improved employer-employee relations between public employers and their employees by establishing uniform and orderly methods of communication between employees and the public agencies by which they are employed; and

WHEREAS Government Code Section 3507 empowers a public agency to adopt reasonable rules and regulations after consultation in good faith with the representatives of its employee organizations for the administration of employer-employee relations; and

WHEREAS the Golden Gate Bridge', Highway and Transportation District of the State of California desires to adopt such reasonable rules and regulations as authorized by law:

NOW THEREFORE the Board of Directors of the Golden Gate Bridge, Highway and Transportation District of the State of California does hereby resolve as follows:

Section 1 - Title of Resolution

This resolution shall be known as the Employer-Employee Relations Resolution of the Golden Gate Bridge, Highway and Transportation District.

Section 2 - Statement of Purpose

The purpose of this resolution is to implement Chapter 10, Division 4, Title 1 of the Government Code of the State of California (Sections 3500 et seq.) captioned "Public Employee Organizations," providing orderly procedures for the administration of employer-employee relations between the District

and its employee organizations and for resolving disputes regarding wages, hours, and other terms and conditions of employment.

Section 3 - Definitions

As used in this resolution, the following terms shall have the meanings indicated:

(a) Appropriate Unit - means a unit established pursuant to Section 10 of this Resolution.

(b) District - means the Golden Gate Bridge, Highway and Transportation District, and where appropriate herein "District" refers to the Board of Directors, the governing body of said District, or any of its Committees, or any duly authorized representative or management employee as herein defined.

(c) Consult or Consultation in Good Faith - means to communicate orally or in writing for the purpose of presenting and obtaining views or advising of intended actions.

(d) Employee - means any person regularly employed by the District.

(e) Employee, Confidential - means an employee who is privy to decisions of District management affecting employer-employee relations.

(f) Employee, Management - means:

(1) any employee having significant responsibilities for formulating or administering District policies and programs, including but not limited to the General Manager and department heads; and

(2) any employee having authority to exercise independent judgment to hire, transfer, suspend, lay-off, recall, promote, discharge, assign, reward or discipline other employees, or having the responsibility to direct them, or to adjust their grievances, or effectively to recommend such action if in connection with the foregoing, the exercise of such authority is not of a merely routine or clerical nature, but requires the use of independent judgment.

(g) Employee, Professional - means employees engaged in work requiring specialized knowledge or skills obtained through completion of a recognized course of instruction, including, but not limited to, attorneys, physicians, registered nurses, engineers, architects, teachers, and various types of physical, chemical, and biological scientists.

(h) Employee Organization - means any organization which includes employees of the District" and which has as one of its primary purposes representing such employees in their employment relations with the District.

(i) Employer-Employee Relations - means the relationship between the District and its employees and their employee organization, or when used in a general sense, the relationship between District management and employees and employee organizations.

(j) Grievance - as this term is defined in Section 14 (A).

(k) Impasse - means: (1) a deadlock in discussions which (a) are intended to reach an initial memorandum of understanding between the District and a majority representative or arise from the expiration of and are intended to revise or otherwise change an existing memorandum of understanding; and, (b) concern matters on which the District and the majority representative are required to meet and confer in good faith; or, (2) any unresolved complaint by an affected employee organization, advanced in good faith concerning a decision made by management of the District pursuant to Sections 9, 10, or 11 of this Resolution.

(l) Majority Representative - means an employee organization or its duly authorized representative, that has been granted formal recognition by the District as representing the majority of employees in an appropriate unit.

(m) Mediation or Conciliation - means the efforts of an impartial third person, or persons, functioning as intermediaries, to assist the parties in reaching a voluntary resolution to an impasse, through interpretation, suggestion and advice. Mediation and conciliation are interchangeable terms.

(n) Meet and Confer in Good Faith (sometimes referred to herein as "Meet and Confer" or "Meeting and Confering") - means performance by duly authorized District representatives and duly authorized representatives of an employee organization recognized as the majority representative of their mutual obligation to meet at reasonable times and to confer in good faith regarding matters within the scope of representation, including wages, hours, and other terms and conditions of employment, in an effort to: (1) reach agreement on those matters within the authority of such representatives; and, (2) reach agreement on what will be recommended to the Board of Directors. This does not require either party to agree to a proposal or to make a concession.

(o) Duly Authorized Representative - means either the District's principal representative designated in Section 12, or his duly authorized representative, or the representative of an employee organization recognized as the majority representative of the employees of the District.

(p) Recognized Employee Organizations - means an employee organization which has been acknowledged by the District as an employee organization that represents employees of the District. The rights accompanying recognition are either: (1) formal recognition - which is the right to meet and confer in good faith as the majority representative in an appropriate unit; or, (2) informal recognition - which is the right to consultation in good faith by all recognized employee organizations.

(q) Resolution - means, unless the context indicates otherwise, the Employer-Employee Relations Resolution of the Golden Gate Bridge, Highway and Transportation District.

(r) Scope of Representation - means all matters relating to employment conditions and employer-employee relations, including, but not limited to, wages, hours, and other terms and conditions of employment. District Rights (Section 5) are excluded from the scope of representation.

Section 4 - Employee Rights

Employees of the District shall have the right to form, join and participate in the activities of employee organizations of their own choosing for the purpose of representation on all matters of employer-employee relations including but not limited to wages, hours, and other terms and conditions of employment. Employees of the District also shall have the right to refuse to join or participate in the activities of employee organizations and shall have the right to represent themselves individually in their employment relations with the District. No employee shall be interfered with, intimidated, restrained, coerced or discriminated against by the District or any employee organization because of his exercise of these rights.

Section 5 - District Rights

The rights of the District include, but are not limited to, the exclusive right to determine the mission of its constituent departments,

commissions, committees and boards; set standards of service; determine the procedures and standards of selection for employment and promotion; direct and assign its employees; take disciplinary action; relieve its employees from duty because of lack of work or for other legitimate reasons; maintain the efficiency of its operation; determine the methods, means and personnel by which its operations are to be conducted; determine the content of job classifications; take all necessary actions to carry out its mission in emergencies; and, exercise complete control and discretion over its organization and the technology of performing its work.

Section 6 - Meet and Confer in Good Faith - Scope

A. The District, through its representatives, shall meet and confer in good faith with representatives of formally recognized employee organizations with majority representation rights regarding matters within the scope of representation including wages, hours, and other terms and conditions of employment within the appropriate unit.

B. The District shall not be required to meet and confer in good faith on any subject pre-empted by Federal or State law, nor shall it be required to meet and confer in good faith on Employee or District Rights as defined in Sections 4 and 5. Proposed amendments to this Resolution are excluded from the scope of meeting and conferring.

Section 7 - Consultation in Good Faith - Scope

All matters affecting employer-employee relations, including those that are not subject to meeting and conferring, are subject to consultation. The District, through its representatives, shall consult in good faith with representatives of all recognized employee organizations of employer-employee relations matters which affect them. Advance notice of representation, is desirable but not mandatory.

Section 8 - Advance Notice

Reasonable written notice shall be given to each recognized employee organization affected, of any ordinance, rule, resolution, or regulation directly relating to matters within the scope of representation proposed to

be adopted by the Board of Directors of the District, and each recognized employee organization shall be given the opportunity to meet with the District representative prior to adoption.

In cases of emergency when the Board determines that an ordinance, rule, resolution, or regulation directly relating to matters within the scope of representation must be adopted immediately without prior notice or meeting with a recognized employee organization, notice and the opportunity to meet with the District representative shall be provided at the earliest practicable time following the adoption of such ordinance, rule, resolution, or regulation.

Section 9 - Petition for Recognition

There are two levels of employee organization recognition - formal and informal. The recognition requirements of each are set forth below.

A. Formal recognition - the right to meet and confer in good faith as majority representative: An employee organization that seeks formal recognition for purposes of meeting and conferring in good faith as the majority representative of employees in an appropriate unit shall file a petition with the District containing the following information and documentation:

- (1) Name and address of the employee organization.
- (2) Names and titles of its officers.
- (3) Names of employee organization representatives who are authorized to speak on behalf of its members.
- (4) A statement that the employee organization has, as one of its primary purposes, representing employees in their employment relations with the District.
- (5) A statement whether the employee organization is a chapter or local of, or affiliated directly or indirectly in any manner with a regional or state, or national or international organization, and, if so, the name and address of each such regional, state, national or international organization.
- (6) Certified copies of the employee organization's constitution and by-laws.
- (7) A designation of those persons, not exceeding two in number, and their addresses, to whom notice sent by regular United States

mail will be deemed sufficient notice on the employee organization for any purpose.

(8) A statement that the employee organization recognizes that the provisions of Section 923 of the Labor Code are not applicable to District employees.

(9) A statement that the employee organization has no restriction on membership based on race, color, creed, sex or national origin.

(10) The job classification or titles of employees in the unit claimed to be appropriate and the number of member employees therein.

(11) A statement that the employee organization has within its possession written proof, dated within six months of the date upon which the petition is filed, to establish that employees in the unit claimed to be appropriate have designated the employee organization to represent them in their employment relations with the District. Such written proof shall be submitted for confirmation to the District or to a mutually agreed upon disinterested third party.

(12) A request that the District recognize the employee organization as the majority representative of the employees in the unit claimed to be appropriate for the purpose of meeting and conferring in good faith on all matters within the scope of representation.

B. Informal recognition - the right to consult in good faith: An employee organization that seeks recognition for purposes of consultation in good faith shall file a petition with the District containing the following information and documentation:

(1) All of the information enumerated in A(1) through (9) of this Section, inclusive.

(2) A statement that the employee organization has in its possession written proof, dated within six months of the date upon which the petition is filed, to establish that employees have designated the employee organization to represent them in their employment relations with the District. Such written proof shall be submitted for confirmation to the District or to a mutually agreed upon disinterested third party.

(3) A request that the District recognize the employee organization for the purpose of consultation in good faith.

C. The petition, including all accompanying documents, shall be verified, under oath, by the executive officer and secretary of the

organization that the statements are true. All changes in such information shall be filed forthwith in like manner.

Section 10 - Appropriate Unit

A. The District, after reviewing the petition filed by an employee organization seeking formal recognition as majority representative, shall determine whether the proposed unit is an appropriate unit. The principal criterion in making this determination is whether there is a community of interest among such employees. The following factors, among others, are to be considered in making such determination:

(1) Which unit will assure employees the fullest freedom in the exercise of rights set forth under this Resolution.

(2) The history of employee relations: (i) in the unit; (ii) among other employees of the District; and, (iii) in similar public employment.

(3) The effect of the unit on the efficient operation of the District and sound employer-employee relations.

(4) The extent to which employees have common skills, working conditions, job duties or similar educational requirements.

(5) The effect on the existing classification structure of dividing a single classification among two or more units.

Provided, however, no unit shall be established solely on the basis of the extent to which employees in the proposed unit have organized.

B. In the establishment of appropriate units: (1) professional employees shall not be denied the right to be represented separately from non-professional employees; and,

(2) management and confidential employees who are included in the same unit with non-management or non-confidential employees may not represent such employees on matters within the scope of representation.

Section 11 - Recognition

A. Informal Recognition - the District may grant informal recognition to all employee organizations that have complied with Sections 9B and 9C; provided, however, that the District may designate an appropriate unit or units as defined for purposes of formal recognition in Section 10 and

limit representation to such unit or units as the District considers appropriate,

B. Formal Recognition - the District shall:

(1) Determine the majority representative of District employees in an appropriate unit by arranging for a secret ballot election or by any other reasonable method which is based upon written proof, and designed to ascertain the free choice of a majority of such employees. The employee organization found to represent a majority of the employees in an appropriate unit shall be granted formal recognition and is the only employee organization entitled to meet and confer in good faith on matters within the scope of representation for employees in such unit. This shall not preclude other recognized employee organizations, or individual employees from consulting with management representatives on employer-employee relations matters of concern to them.

(2) Revoke the recognition rights of a majority representative, which has been found by secret ballot election no longer to be the majority representative.

C. The recognition rights of the majority representative designated in accordance with this section shall not be subject to challenge for a period of not less than twelve (12) months following the date of such recognition.

D. No employee may be represented by more than one recognized employee organization for the purposes of this Resolution.

Section 12 - Designation of District's Duly Authorized Representative

The General Manager shall be the District's duly authorized representative, and shall be the District's principal representative in all matters of employer-employee relations, with authority to meet and confer in good faith on matters within the scope of representation including wages, hours, and other terms and conditions of employment.

The authorized representative is further authorized to delegate these duties and responsibilities.

Section 13 - Resolution of Impasses

Impasse procedures may be invoked only after the possibility of settlement by direct discussion has been exhausted. The District's duly authorized representative shall decide when an impasse has been reached.

The impasse procedures are as follows:

A. Mediation (or conciliation) - all mediation proceedings shall be private. The mediators shall make no public recommendations nor take any public position concerning the issues.

B. A determination by the Board of Directors - after a hearing on the merits of the dispute.

C. Any other dispute resolving procedures to which the parties mutually agree or which the Board of Directors may order.

Any party may initiate the impasse procedure by filing with the other party (or parties) affected a written request for an impasse meeting together with a statement of its position on all disputed issues. An impasse meeting may then be scheduled by the District forthwith after the date of filing of the written request for such meeting with written notice to all affected. The purpose of such impasse meeting

is twofold: (1) to permit a review of the position of all parties and a final effort to reach agreement on the disputed issues; and, (2) if agreement is not concluded, to mutually select the specific impasse procedure to which the dispute may be submitted; in the absence of agreement between the parties on this point, the matter may be referred to the Board of Directors. The fees and expenses, if any, of mediators, or of any other impasse procedure, shall be payable one-half by the District and one-half by the employee organization or employee organizations.

Section 14 - Grievances

A. A grievance is any dispute concerning the rules or regulations governing personnel practices or working conditions, or of the practical consequences of the District's decision on wages, hours, or other terms and conditions of employment.

B. Grievances shall be processed in accordance with procedures established by the District.

Section 15 - Memorandum of Understanding

When the meeting and conferring process is concluded between the District and a formally recognized employee organization representing a majority of the employees in an appropriate unit, all agreed upon matters shall be incorporated in a written memorandum of understanding signed by the duly authorized District and majority representative. As to those matters within the authority of the Board of Directors, the memorandum of understanding shall be submitted to the Board of Directors for determination.

Section 16 - Rules and Regulations

The Board of Directors may adopt such Rules and Regulations necessary and convenient to implement the provisions of this Resolution and Chapter 10, Division 4, Title 1 of the Government Code of the State of California (Sections 3500 et seq.).

Section 17 - Construction

A. Nothing in this Resolution shall be construed to deny any person or employee the rights granted by Federal and State laws.

B. The rights, powers and authority of the Board of Directors in all matters, including the right to maintain any legal action, shall not be modified or restricted by this Resolution.

C. Provisions of this Resolution are not intended to conflict with the provisions of Chapter 10, Division 4, Title 1 of the Government Code of the State of California (Sections 3500 et seq.), as amended in 1968.

Section 18 - Severability

If any provision of this Resolution, or the application of such provision to any person or circumstance, shall be held invalid, the remainder of this Resolution or the application of such provision to persons or circumstances other than those to which it is held invalid, shall not be affected thereby.

ADOPTED this 13th day of August, 1971, by the following vote of the Board:

AYES (14): Directors Bettini, Castner, Daubeneck, Del Carlo, Fraser, Gonzales, Guidotti, Leonoudakis, Lerer, Lucius, Mazzola, Moskovitz and Tamaras; President Edington.

NOES (0): None

ABSENT (4): Director Mailliard, Meyer, Pelosi and Wornum

/s/ Lowell Edington, President

Attest: /s/ Peter D. Clainos, Secretary

GOLDEN GATE BRIDGE, HIGHWAY AND TRANSPORTATION DISTRICT

RESOLUTION NO. 8999

AMEND RESOLUTION ON EMPLOYER-EMPLOYEE RELATIONS

June 25, 1976

WHEREAS the Rules, Policy and Industrial Relations Committee has so recommended; now, therefore, be it

RESOLVED that the Board of Directors hereby amends Section 12 of the District Resolution No. 7293, "Employer-Employee Relations," to read in its entirety as follows:

The General Manager shall be the District's duly authorized representative, and he, or his authorized representative, shall be the District's representative in all matters of employer-employee relations, with authority to meet and confer and to consult in good faith on matters within the scope of representation including wages, hours and other terms and conditions of employment.

No member of the Board of Directors and no officer or employee of the District other than the General Manager or his authorized representative, shall meet and confer, consult, or attempt to meet and confer or consult with an employee, an employee organization, or an employee representative, or any agent thereof, on any matter that the General Manager has been duly authorized to meet and confer or consult on by the Board of Directors or by the Rules, Policy and Industrial Relations Committee, other than at a scheduled public meeting of the Board of Directors or a Committee meeting of the Board of Directors.

ADOPTED this 25th day of June, 1976, by the following vote of the Board:

AYES (12): Directors Bettini, Castner, Daubeneck, Edington, Giacomini, Leonoudakis, Lucius, Molinari, Moskovitz, Pelosi and von Beroldingen; President Tamaras.
NOES (3): Directors Del Carlo, Fraser and Mazzola
ABSENT (4): Directors Arrigoni and Gonzales

/s/ Peter Tamaras, President

Attest: /s/ Carney J. Champion, Secretary

APPENDIX B

The following documents further delineate the policies of the Golden Gate Bridge, Highway and Transportation District. Copies of these documents are available in the Office of the District Secretary.

- A. Procurement Manual, as amended;
- B. Personnel Guide, as amended;
- C. Revised Equal Employment Opportunity Affirmative Action Plan, as amended; and
- D. Conflict of Interest Code, as amended.

APPENDIX C

Summary of Amendments Approved in the Year 2007

Resolution No.	Date Adopted	Section(s) Amended	Amendment
2007-010	2/9/07	Rule III, Committees	Amends Rule III, Subsection D, calls for actions brought forward from Committees to be presented at the next regularly scheduled Board meeting, rather than at the Board meeting scheduled in two weeks.
2007-052	6/8/07	Rules X, Budget Policies	Amends Rule X, Subsection C, to allow the flexibility to transfer budgeted funds for a capital project from a future year to the current year if approved by the General Manager, with no Board action required.

APPENDIX D

Index of Resolutions Amending the *Rules of the Board*

Resolution No.	Date Adopted by the Board of Directors
91-80	April 26, 1991
93-76	March 26, 1993
93-103	April 23, 1993
93-219	September 10, 1993
94-51	March 25, 1994
94-104	May 27, 1994
94-140	June 24, 1994
94-233	October 28, 1996
96-28	February 9, 1996
96-151	June 27, 1996
96-257	December 13, 1996
98-11	January 23, 1998
98-99	April 24, 1998
98-231	September 25, 1998
2000-041	February 25, 2000
2000-155	July 28, 2000
2001-036	February 23, 2001
2001-050	March 23, 2001
2001-054	March 23, 2001
2001-071	April 27, 2001
2001-138	August 24, 2001
2001-139	August 24, 2001
2001-148	September 14, 2001
2001-159	October 12, 2001
2001-164	October 26, 2001
2001-167	October 26, 2001

Resolution No.	Date Adopted by the Board of Directors
2002-016	January 25, 2002
2002-027	February 8, 2002
2003-002	January 17, 2003
2003-015	February 28, 2003
2003-035	April 11, 2003
2003-055	May 30, 2003
2003-056	May 30, 2003
2004-023	March 12, 2004
2004-034	April 23, 2004
2004-049	June 11, 2004
2004-055	June 25, 2004
2004-084	August 27, 2004
2004-122	December 17, 2004
2005-016	March 11, 2005
2005-090	November 18, 2005
2006-067	August 11, 2006
2007-010	February 9, 2007
2007-052	June 8, 2007
2008-011	February 8, 2008
2008-036	April 25, 2008