



November 19, 2020

**MINUTES OF THE FINANCE-AUDITING COMMITTEE/  
COMMITTEE OF THE WHOLE**

**Executive Order N-25-20 and N-29-20, issued by the Governor of the State of California, in which portions of the Ralph M. Brown Act are suspended and allows, all Board members, staff and the public to participate by telephone.**

**These minutes are supplemented by the audio recording that is posted online at:  
<https://www.goldengate.org/district/board-of-directors/meeting-documents>.**

Honorable Board of Directors  
Golden Gate Bridge, Highway  
and Transportation District

Honorable Members:

A meeting of the Finance-Auditing Committee/Committee of the Whole (Committee) of the Golden Gate Bridge, Highway and Transportation District (District) was held via audio conference, on Thursday, November 19, 2020, at 9:00 a.m., Chair Sobel presiding.

- (1) **Call to Order:** 9:00 a.m.
- (2) **Roll Call:** Secretary of the District Amorette M. Ko-Wong.

**Committee Members Present (6):** Chair Sobel; Vice Chair Fredericks; Directors Cochran, Grosboll and Moylan; President Pahre.

**Committee Members Absent (1):** Director Yee.

**Other Directors Present (6):** Directors Garbarino, Hernández, Hill, Mastin, Rabbitt and Theriault.

**Committee of the Whole Members Present (12):** Directors Fredericks, Garbarino, Grosboll, Hernández, Hill, Mastin, Moylan, Rabbitt and Sobel; Second Vice President Cochran; First Vice President Theriault; President Pahre.

**Committee of the Whole Members Absent (4):** Directors Arnold, Belforte, Sears and Yee.

**[Note: On this date, there were three vacancies on the Board of Directors.]**

**FINANCE-AUDITING COMMITTEE/COMMITTEE OF THE WHOLE  
NOVEMBER 19, 2020/PAGE 2**

**Staff Present:** General Manager Denis Mulligan; Auditor-Controller Joseph Wire; District Engineer Ewa Bauer-Furbush; Secretary of the District Amorette Ko-Wong; Attorney Kimon Manolius; Deputy General Manager/Administration and Development Kellee Hopper; Deputy General Manager/Bridge Division Steve Miller; Deputy General Manager/Bus Transit Division Mona Babauta; Deputy General Manager/Ferry Division James Swindler; Executive Administrator to the General Manager Justine Bock; Senior Board Analyst Elizabeth Eells.

Copies of all reports are available on the District's web site at <https://www.goldengate.org/district/board-of-directors/meeting-documents> or upon request from the Office of the District Secretary.

**(3) Ratification of Previous Actions by the Auditor-Controller [2:06 Minutes Mark on the Audio Recording]**

Auditor-Controller Joseph Wire presented the Investment Report.

Directors Moylan, Grosboll, and Hill and Chair Sobel commented on the possibility of charging pedestrians, bicyclists and visitors a toll for using the Bridge. Director Moylan and Chair Sobel expressed support for charging pedestrians and bicyclists a toll. Directors Grosboll and Hill expressed their opposition to charging pedestrians and bicyclists a toll. Director Cochran inquired about the pedestrian and bicycle traffic, and the suicide rate during the pandemic. Chair Sobel encouraged the Committee to continue to look for new opportunities for revenue.

Mr. Mulligan responded to the Directors' inquiries.

**(a) Action by the Committee**

Staff recommended and the Committee concurred by motion made and seconded by **Directors COCHRAN/FREDERICKS** to forward the following recommendation to the Board of Directors for its consideration:

**RECOMMENDATION**

The Finance-Auditing Committee/Committee of the Whole recommends that the Board of Directors approve the following actions:

- (i) Ratify commitments and/or expenditures totaling \$14,178.15 for the period of October 1, 2020 through October 31, 2020.
- (ii) Ratify investments made during the period October 13, 2020 through November 9, 2020.
- (iii) Authorize the reinvestment, within the established policy of the Board, of any investments maturing between November 10, 2020 and December 7, 2020, as well as the investment of all other funds not required to cover expenditures which may become available.

**FINANCE-AUDITING COMMITTEE/COMMITTEE OF THE WHOLE  
NOVEMBER 19, 2020/PAGE 3**

- (iv) Accept the Investment Report for October 2020.

**Action by the Board at its meeting of November 20, 2020 – Resolution  
CONSENT CALENDAR**

**AYES (12):** Directors Fredericks, Garbarino, Grosboll, Hernández, Hill, Mastin, Moylan, Rabbitt and Sobel; Second Vice President Cochran; First Vice President Theriault; President Pahre.

**NOES (0):** None.

**ABSENT (4):** Directors Arnold, Belforte, Sears and Yee.

**(4) Authorize Budget Adjustment(s) and/or Transfer(s)**

No actions required authorization.

**(5) Authorize Actions Related to Grant Programs**

No actions required authorization.

**(6) Authorize the General Manager to Execute Amendments to Contract Nos. 2014-B-4 and 2017-B-04 with Kapsch TrafficCom Inc. USA Relating to Maintenance and Replacement of the Toll Collection System [21:35 Minutes Mark on the Audio Recording]**

Auditor-Controller Joseph Wire presented the staff report.

**(a) Action by the Committee**

Staff recommended and the Committee concurred by motion made and seconded by **Directors FREDERICKS/COCHRAN** to forward the following recommendation to the Board of Directors for its consideration:

**RECOMMENDATION**

The Finance-Auditing Committee/Committee of the Whole recommends that the Board of Directors authorize the General Manager to execute amendments to two agreements with Kapsch TrafficCom USA, Inc. ("Kapsch") for the continued maintenance of the toll collection system (Contract No. 2014-B-4), and to extend and clarify the implementation schedule for the interim toll collection system (Contract No. 2017-B-04), in conformance with a binding term sheet agreed to by Kapsch, and in a form approved by Legal Counsel; with the understanding that these amendments do not increase the authorized contract budget for these services.

**Action by the Board at its meeting of November 20, 2020 – Resolution  
NON-CONSENT CALENDAR**

**FINANCE-AUDITING COMMITTEE/COMMITTEE OF THE WHOLE  
NOVEMBER 19, 2020/PAGE 4**

**AYES (12):** Directors Fredericks, Garbarino, Grosboll, Hernández, Hill, Mastin, Moylan, Rabbitt and Sobel; Second Vice President Cochran; First Vice President Theriault; President Pahre.

**NOES (0):** None.

**ABSENT (4):** Directors Arnold, Belforte, Sears and Yee.

**(7) Receive the Annual Report of the OPEB Retirement Investment Trust Board [28:21 Minutes Mark on the Audio Recording]**

Auditor-Controller Joseph Wire presented the staff report.

Chair Sobel expressed his appreciation for the performance of the Investment Advisors and Trust Administrator PFM Asset Management LLC.

**(b) Action by the Committee**

Staff recommended and the Committee concurred by motion made and seconded by **Directors COCHRAN/FREDERICKS** to forward the following recommendation to the Board of Directors for its consideration:

**RECOMMENDATION**

The Finance-Auditing Committee/Committee of the Whole recommends that the Golden Gate Bridge, Highway and Transportation District receive the Annual Report of the OPEB Retirement Investment Trust Board, which summarizes the annual review of the OPEB Retirement Investment Trust Board of its investment policy, service personnel and Charter.

**Action by the Board at its meeting of November 20, 2020 – Resolution  
NON-CONSENT CALENDAR**

**AYES (12):** Directors Fredericks, Garbarino, Grosboll, Hernández, Hill, Mastin, Moylan, Rabbitt and Sobel; Second Vice President Cochran; First Vice President Theriault; President Pahre.

**NOES (0):** None.

**ABSENT (4):** Directors Arnold, Belforte, Sears and Yee.

**(8) Status Report on the FY 20/21 Budget [32:57 Minutes Mark on the Audio Recording]**

Auditor-Controller Joseph Wire presented the staff report, which was for informational purposes only and no action was taken. The FY 2020/2021 Adopted Budget is available on the District's website at: <https://www.goldengate.org/documents>.

Chair Sobel expressed his appreciation for Mr. Wire and his staff's work on the budget.

Director Grosboll inquired about the staff report.

Mr. Wire responded to the Director's inquiry.

**FINANCE-AUDITING COMMITTEE/COMMITTEE OF THE WHOLE  
NOVEMBER 19, 2020/PAGE 5**

The following individual spoke under public comment:

- David Pilpel, San Francisco County Resident

**(9) Monthly Review of Golden Gate Bridge Traffic/Tolls and Bus and Ferry Transit Patronage/Fares (for Four Months Ending October 2020) [45:58 Minutes Mark on the Audio Recording]**

Auditor-Controller Joseph Wire presented the staff report, which was for informational purposes only and no action was taken.

Director Theriault commented and inquired about the staff report.

Mr. Mulligan responded to the Director's inquiries.

**(10) Monthly Review of Financial Statements (for Four Months Ending October 2020)  
(a) Statement of Revenue and Expenses  
(b) Statement of Capital Programs and Expenditures  
[50:22 Minutes Mark on the Audio Recording]**

Auditor-Controller Joseph Wire presented the staff reports, which were for informational purposes only and no action was taken.

The following individual spoke under public comment:

- David Pilpel, San Francisco County Resident

**(11) Closed Session [54:43 Minutes Mark on the Audio Recording]**

Attorney Kimon Manolius at the request of Chair Sobel, stated that the Committee would convene in Closed Session, as permitted by the Brown Act, to discuss the following matter, listed on the Agenda as Item No 13(a):

- (a) Conference with Legal Counsel – Existing Litigation  
Pursuant to Government Code Section 54956.9(a)  
Report of Athens Administrators, Inc.
- (i) William Hayes v. Golden Gate Bridge, Highway and Transportation District.

**[55:20 Minutes Mark on the Audio Recording]**

After Closed Session, Chair Sobel called the meeting to order in Open Session with a quorum present. Attorney Manolius stated that the Committee had met in Closed Session, as permitted by the Brown Act, to discuss the matter listed under Closed Session, outlined above. He reported that the Committee was briefed and gave appropriate guidance to the negotiator for this matter.

**(12) Public Comment [55:42 Minutes Mark on the Audio Recording]**

There were no public comments.

**FINANCE-AUDITING COMMITTEE/COMMITTEE OF THE WHOLE  
NOVEMBER 19, 2020/PAGE 6**

At the conclusion of Public Comment, Director Hill commented on the possibility of seeking funding to offset the District's costs to support the bicycle and pedestrian traffic on the Bridge. Chair Sobel commented on Director Hill's idea. Director Mastin inquired about the possibility of seeking the funding as part of Assemblymember Ting's legislation to prohibit charging bicyclists and pedestrians a toll for using the Bridge.

Mr. Mulligan responded to the Directors' and Chair's comments and inquiries.

**(13) Adjournment [58:45 Minutes Mark on the Audio Recording]**

All business having been concluded Directors FREDERICKS/HILL moved and seconded that the meeting be adjourned at 10:02 a.m.

**Carried**

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "B. Sobel", is written over the printed name.

Brian Sobel, Chair  
Finance-Auditing Committee

BS:AMK:EIE:mjl