



2020-11-2

GOLDEN GATE BRIDGE, HIGHWAY AND TRANSPORTATION DISTRICT

MEMORANDUM OF MINUTES

BOARD OF DIRECTORS MEETING

NOVEMBER 20, 2020

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>.

The Board of Directors (Board) of the Golden Gate Bridge, Highway and Transportation District (District) met in regular session via audio conference, on Friday, November 20, 2020, at 10:00 a.m., President Pahre presiding.

ADMINISTER OATH OF OFFICE [00:32 Minutes Mark on the Audio Recording]

At the beginning of the November 20, 2020, meeting of the Board, Secretary of the District Amorette Ko-Wong administered the Oath of Office to Catherine Stefani who was appointed to the District's Board by the Board of Supervisors of the City and County of San Francisco.

Director Stefani stated that she is the Supervisor for District 2, which goes to the edge of the Golden Gate Bridge. She said she is looking forward to serving as a Director on the Board.

- (1) CALL TO ORDER:** President Barbara L. Pahre.
- (2) ROLL CALL:** Secretary of the District Amorette M. Ko-Wong.

Directors Present (16): Directors Arnold, Belforte, Fredericks, Garbarino, Grosboll, Hernández, Hill, Mastin, Moylan, Rabbitt, Sears, Stefani and Yee; Second Vice President Cochran; First Vice President Theriault; President Pahre.

Director Absent (1): Director Sobel.

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

**BOARD OF DIRECTORS MEETING
NOVEMBER 20, 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; Attorneys Madeline Chun and Kimon Manolius; Deputy General Manager/Administration and Development Kellee Hopper; Deputy General Manager/Bridge Steve Miller; Deputy General Manager/Bus Division Mona Babauta; Deputy General Manager/Ferry Division James Swindler; Executive Administrator to the General Manager Justine Bock; Senior Board Analyst Elizabeth Eells.

(3) PLEDGE OF ALLEGIANCE: Director Patricia Garbarino

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.

(4) PUBLIC COMMENT: [06:00 Minutes Mark on the Audio Recording]

President Pahre requested that the speakers keep their comments to two minutes each. She stated that the Board would take public comments on all items on the agenda at this time.

The following individuals spoke under public comment:

- Manuel Gamboa, Sonoma County Resident
- Shane Weinstein, Amalgamated Transit Union (ATU), Local 1575
- David Herrera, Bus Operator
- Kimmiko Joseph, Bus Operator
- Tito Bryson-Venturini, Bus Operator
- Francis Gleason, Bus Operator
- David Patton, Bus Operator
- Marina Secchitano, Inlandboatmen's Union (IBU)
- Robert Kaufman, Bus Operator
- David Pilpel, San Francisco County Resident
- Robert Estrada, IBU
- Latachianna James, Bus Operator
- John Holden, Bus Operator
- Anonymous, Golden Gate Passenger
- Joe Cresalia, Golden Gate Ferry Passenger
- Jesse Hunt, ATU, Local 1555

Mr. Mulligan responded to the public comments. [44:04 Minutes Mark on the Audio Recording]

(5) CONSENT CALENDAR: [47:21 Minutes Mark on the Audio Recording]

Secretary of the District Amorette Ko-Wong presented the Consent Calendar.

Director Theriault inquired about the minutes and the process the Finance-Auditing Committee followed that resulted in a motion to approve the elimination of 205 positions.

**BOARD OF DIRECTORS MEETING
NOVEMBER 20, 2020/PAGE 3**

Director Theriault stated that the Board heard a report from the Finance-Auditing Committee, which was not correct. He stated his view that the Board could be challenged based on the way the matter was handled. Ms. Ko-Wong responded to the Director's inquiries about the minutes. Director Theriault suggested that the Board take the matter under review for possible action at another meeting, which is publicly noticed.

Directors GROSBOLL/HERNÁNDEZ moved and seconded to take the matter under review for possible action at another meeting, which is publicly noticed.

Director Grosboll expressed concern about the process that was followed. He said the action may have to go to the Finance-Auditing Committee and the Finance-Auditing Committee may have to take action. Attorney Manolius stated that the Board's process was sound on November 13, 2020, and he does not share Director Theriault's concerns.

Director Theriault stated there is a motion on the floor. Attorney Manolius stated that he believes they have to decide whether or not the motion could be considered. He noted the action was not on the agenda.

Director Theriault clarified the motion was to schedule a meeting. Director Grosboll noted the motion is related to approving the minutes. Director Rabbitt stated that he agreed with Attorney Manolius. He noted that the motion to approve the elimination of 205 positions was discussed and considered by the full Board. He said he was not sure why an issue was raised about a discussion at the Finance-Auditing Committee or Labor Advisory Committee meetings.

Director Theriault stated that the maker of a motion has the first rights to the floor in any debate.

President Pahre reviewed the motion on the floor and requested clarification on the process. She said she recognized that the *Rules of the Board* state the President, Committee Chairs and General Manager have the authority to set the agendas for the meetings. Mr. Mulligan stated he understands the *Rules of the Board* have a prohibition against bringing items back to the Board after they have already been rejected by the Board within the past six months. He stated that the question is, "Was what happened last week inappropriate?" He noted Director Theriault thought it was, but Attorney Manolius did not agree with Director Theriault. He presented his point of view that the *Rules of the Board* have guidelines around how things can be brought back to the Board before the six month period is met.

Director Theriault clarified his intent was not to reject something that had been approved, but was to have something reviewed that has been approved. He said the motion was to schedule a meeting for that purpose and set up a public process. Attorney Manolius stated that if it is proper to consider this motion, then Director Theriault is looking for a motion to rescind the action that was taken, and the Board would be taking this action without publicly noticing it. He expressed his view that the Board would have to notice that it was rescinding an action already taken before doing so. Director Theriault stated the motion was not to rescind but was to review the action taken.

**BOARD OF DIRECTORS MEETING
NOVEMBER 20, 2020/PAGE 4**

Director Grosboll stated the matter is a procedural issue. He said that when the matter was presented to the Board last Friday, Director Sobel made a presentation about the District's dire finances. He expressed his view that Director Theriault is stating that the Finance-Auditing Committee never reviewed the matter. He said the potential issue is the presentation that it came from the Finance-Auditing Committee. Director Rabbitt stated the Finance-Auditing Committee did discuss the dire finances of the District.

President Pahre requested clarification on the process for responding to Director Grosboll's motion. Attorney Manolius responded that the Special Board meeting of November 13, 2020 was duly noticed and the items on the agenda were discussed. He noted that as Director Rabbit stated the District's financial condition has been the subject of many Board meetings. He expressed his view it was not a problem for one of the Directors to make the motion to approve the elimination of 205 positions, and no clean-up was necessary.

Director Theriault stated that this body commonly listens to reports from Committees, takes those reports as though they represent the debates and deliberations of those Committees, and takes motions as though they common from the majority of those Committees. The Board members trust in those reports as a basis for making their decisions. He noted that in this case, their trust would not have been justified. Mr. Mulligan noted that the item to approve the elimination of 205 positions was not agendized as having come out of the Finance-Auditing Committee. He said it was presented as a Special Order of Business and was not dependent upon prior Committee review. He also said he does not believe that Director Sobel stated the motion was a Finance-Auditing Committee recommendation. He said that the Board has made decisions in this fashion in the past including the one to award a contract for the Suicide Deterrent System.

Director Theriault stated that he had objected to the motion at the Board meeting of November 13, 2020 because it followed an argument that had not been made. He stated that at the meeting, the District's attorney stated that the motion was in order because it flowed from a report of the Committee. He noted that the President had called on the Finance-Auditing Committee Chair to give a report. Director Theriault stated that Director Sobel gave a report, the District's counsel acknowledged it was a report of the committee, and now the Board members know it was not a report of the Committee. Mr. Mulligan stated that he believes the record showed it was not a report of the Committee, and Director Sobel did not state it was a Committee report. He said the meeting recordings are on the District's website. He added that he had presented the staff report to approve the elimination of 205 positions to the Board. He also said that President Pahre had introduced Director Sobel to speak first as the Chair of the Finance-Auditing Committee.

President Pahre asked the attorney if it were appropriate to vote on the motion. Attorney Manolius responded that items get agendized at the discretion of the President, Committee Chairs and General Manager. He said the motion could be taken. He noted he was not sure about the result of the motion. He said it could be advisory. Attorney Madeline Chun, also a member of the District's general counsel team, said she appreciates the procedural issues being raised by Director Theriault. She said she believes the first issue is whether or not this motion should be considered at a regular Board meeting at which there are items on the agenda. She stated that the Brown Act does not allow the latitude that is being discussed here. She noted the *Rules of the Board* could allow the item to be added to an agenda for a

**BOARD OF DIRECTORS MEETING
NOVEMBER 20, 2020/PAGE 5**

special Board meeting or the next regular Board meeting. She pointed out today's discussion could be in conflict with the Brown Act. She advised the Board to leave this discussion and instead, focus on the items on the agenda. She said that the Consent Calendar does not include the minutes for the Special Board meeting of November 13, 2020. She also said there are opportunities for Board members to discuss this matter at another meeting if the President elects to do so.

Director Hernández commented that substantive comments have been made by Directors with expertise in labor and law, and their concerns and her concerns are valid. She recommended the Board consider steps that would guard the District from liability and legal action. She noted the Board's decision on November 13, 2020 involved 146 individuals who dedicated service to the District, and the integrity of the Board's expectations of its rules and norms as well as its responsibility to the public. She expressed her support for the motion.

President Pahre stated that the Committee meetings have been very well attended. She said she was hesitant to bring the motion to a vote. She said she would like to fall back on the *Rules of the Board* and take it under consideration. She acknowledged the Directors comments to take the matter under review for possible action at another meeting, which is publicly noticed. She said the Board has a publicly noticed meeting scheduled in December. She asked for confirmation that she did not have to call for a vote on the motion. She said she would take it as the President under advisement from the *Rules of the Board* and make a determination about possibly putting it on the agenda of a publicly noticed meeting. Attorney Manolius confirmed that she did not have to call for a vote on the motion.

Directors THERIAULT/RABBITT moved and seconded to approve the Consent Calendar. All items were approved by the following vote of the Board of Directors:

AYES (16): Directors Arnold, Belforte, Fredericks, Garbarino, Grosboll, Hernández, Hill, Mastin, Moylan, Rabbitt, Sears, Stefani and Yee; Second Vice President Cochran; First Vice President Theriault; President Pahre.

NOES (0): None.

ABSENT (1): Director Sobel.

(A) Approve the Minutes of the following Meetings

- (1) Transportation Committee of October 22, 2020;
- (2) Building and Operating Committee of October 22, 2020;
- (3) Finance-Auditing Committee of October 22, 2020;
- (4) Governmental Affairs and Public Information Committee of October 23, 2020; and
- (5) Board of Directors of October 23, 2020.

Carried

(B) Ratification of Previous Actions by the Auditor-Controller

Resolution No. 2020-087 (as detailed in the November 19, 2020 Finance-Auditing Committee meeting)

- (1) Ratifies Commitments and/or Expenditures

**BOARD OF DIRECTORS MEETING
NOVEMBER 20, 2020/PAGE 6**

- (2) Ratifies Previous Investments
- (3) Authorizes Reinvestments
- (4) Accepts Investment Report October 2020

Adopted

(6) REPORTS OF OFFICERS:

(A) General Manager [1:18:52 Hours Mark on the Audio Recording]

(1) Report of the General Manager

Mr. Mulligan presented the General Manager's Report, and recognized the following employees for their service: Peter Verescak, Alberto Melendez, Hector Bough, Christopher Hawkins, Mesfin Abebe, Daymon Davis, Lamberto Sayo, Cepeda Fuller, James Cheung and Maria Gemenes.

Director Hernández commented on the General Manager Report. She thanked all District employees for their contributions to the District.

(2) Update on Impacts of the COVID-19 Pandemic on District Operations, Ratify and Authorize Emergency Actions by the General Manager

(a) Temporary Onsite Medical Drug and Pre-Employment Testing Services [1:19:07 Hours Mark on the Audio Recording]

Directors COCHRAN/BELFORTE

Resolution No. 2020-088 moved and seconded to ratify the action of the General Manager to authorize a six (6) month extension of the emergency procurement of Temporary Onsite Medical Drug and Pre-Employment Testing Services with Pivot Onsite in the amount of \$204,900.

AYES (16): Directors Arnold, Belforte, Fredericks, Garbarino, Grosboll, Hernández, Hill, Mastin, Moylan, Rabbitt, Sears, Stefani and Yee; Second Vice President Cochran; First Vice President Theriault; President Pahre.

NOES (0): None.

ABSENT (1): Director Sobel.

Adopted

(B) Attorney [1:27:14 Hours Mark on the Audio Recording]

Attorney Kimon Manolius presented the Attorney Report, which was for informational purposes only and no action was taken. He said there would not be a Closed Session at the end of today's meeting.

Director Grosboll inquired about how meetings are held. Directors Grosboll, Hill and Rabbitt commented about how meetings are held.

Attorney Manolius responded to the Director's inquiry.

**BOARD OF DIRECTORS MEETING
NOVEMBER 20, 2020/PAGE 7**

(C) District Engineer [1:29:54 Hours Mark on the Audio Recording]

Ms. Bauer-Furbush presented the District Engineer Report, which was for informational purposes only and no action was taken. She provided a status update on the Suicide Deterrent System (SDS), Wind Retrofit, the Novato Underground Storage Tank Project and San Francisco Ferry Terminal Projects.

Director Hernández inquired about the District Engineer Report.

Ms. Bauer-Furbush responded to the Director's inquiries.

(7) OTHER REPORTS:

There were no "Other Reports" to discuss.

(8) REPORT OF COMMITTEES:

**(A) Meeting of the Finance-Auditing Committee [1:43:14 Hours Mark on the Audio Recording]
November 19, 2020
Vice Chair Alice Fredericks**

(1) 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 [1:43:34 Hours Mark on the Audio Recording]

Directors FREDERICKS/COCHRAN

Resolution No. 2020-089 authorizes 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.

Adopted

AYES (16): Directors Arnold, Belforte, Fredericks, Garbarino, Grosboll, Hernández, Hill, Mastin, Moylan, Rabbitt, Sears, Stefani and Yee; Second Vice President Cochran; First Vice President Theriault; President Pahre.

NOES (0): None.

ABSENT (1): Director Sobel.

(2) Receive the Annual Report of the OPEB Retirement Investment Trust Board [1:46:13 Hours Mark on the Audio Recording]

**BOARD OF DIRECTORS MEETING
NOVEMBER 20, 2020/PAGE 8**

Directors FREDERICKS/COCHRAN

Resolution No. 2020-090 receives the Annual Report of the OPEB Retirement Investment Trust Board. This report summarizes the annual review of the OPEB Retirement Investment Trust Board of its investment policy, service personnel and Charter.

Adopted

AYES (16): Directors Arnold, Belforte, Fredericks, Garbarino, Grosboll, Hernández, Hill, Mastin, Moylan, Rabbitt, Sears, Stefani and Yee; Second Vice President Cochran; First Vice President Theriault; President Pahre.

NOES (0): None.

ABSENT (1): Director Sobel.

(9) ADDRESSES TO BOARD:

There were no “Addresses to Board” to discuss.

(10) SPECIAL ORDER OF BUSINESS:

- (A) Approve the 2021 Golden Gate Bridge, Highway and Transportation District’s Board of Directors Meeting Schedule [1:48:47 Hours Mark on the Audio Recording]**

Ms. Ko-Wong presented the staff report.

Directors COCHRAN/THERIAULT

Resolution No. 2020-091 approves the *2021 Board of Directors Meeting Schedule*.

Adopted

AYES (16): Directors Arnold, Belforte, Fredericks, Garbarino, Grosboll, Hernández, Hill, Mastin, Moylan, Rabbitt, Sears, Stefani and Yee; Second Vice President Cochran; First Vice President Theriault; President Pahre.

NOES (0): None.

ABSENT (1): Director Sobel.

- (B) Consider Possible Action to Terminate the Suspension of Board Procedural Rules and Policies For COVID-19 related Emergency Actions [1:51:11 Hours Mark on the Audio Recording]**

Mr. Mulligan presented the staff report.

Directors THERIAULT/ARNOLD moved and seconded to continue consideration of this item until the next Board meeting.

Carried

**BOARD OF DIRECTORS MEETING
NOVEMBER 20, 2020/PAGE 9**

AYES (16): Directors Arnold, Belforte, Fredericks, Garbarino, Grosboll, Hernández, Hill, Mastin, Moylan, Rabbitt, Sears, Stefani and Yee; Second Vice President Cochran; First Vice President Theriault; President Pahre.

NOES (0): None.

ABSENT (1): Director Sobel.

(11) UNFINISHED BUSINESS:

There was no “Unfinished Business” to discuss.

(12) NEW BUSINESS:

There was no “New Business” to discuss.

(13) COMMUNICATIONS: [1:54:11 Hours Mark on the Audio Recording]

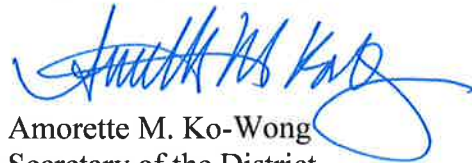
A copy of Board Agenda Item No. 13, “Communications” is available on the District’s web site or upon request from the Office of the District Secretary.

(14) ADJOURNMENT: [1:54:29 Hours Mark on the Audio Recording]

All business having been concluded **Directors HILL/BELFORTE** moved and seconded that the meeting be adjourned at 11:57 p.m. in honor of Aaron Clayton.

Carried

Respectfully submitted,



Amorette M. Ko-Wong
Secretary of the District

AMK:EIE:mjl