



January 15, 2021

**BOARD OF DIRECTORS MEETING**  
**FRIDAY, JANUARY 22, 2021**

**(5) CONSENT CALENDAR:**

**(A) Approve the Minutes of the following Meetings:**

- (1) Finance-Auditing Committee of November 19, 2020;
- (2) Board of Directors of November 20, 2020;
- (3) Finance-Auditing Committee of December 17, 2020;
- (4) Governmental Affairs and Public Relations Committee of December 18, 2020;
- (5) Board of Directors of December 18, 2020; and
- (6) Special Board of Directors of December 23, 2020

**Motion**

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

- (1) Ratify Commitments and/or Expenditures
- (2) Ratify Previous Investments
- (3) Authorize Investments
- (4) Accept Investment Report, December 2020

**Resolution**

THIS PAGE INTENTIONALLY LEFT BLANK



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,

Brian Sobel, Chair  
Finance-Auditing Committee

BS:AMK:EIE:mjl





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

THIS PAGE INTENTIONALLY LEFT BLANK



December 17, 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, December 17, 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, Sears, Stefani and Yee.

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

**Staff Present:** General Manager Denis Mulligan; Auditor-Controller Joseph Wire; District Engineer Ewa Bauer-Furbush; Secretary of the District Amorette Ko-Wong;

**FINANCE-AUDITING COMMITTEE/COMMITTEE OF THE WHOLE  
DECEMBER 17, 2020/PAGE 2**

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 [2:17 Minutes Mark on the Audio Recording]**

PFM Senior Managing Consultant Lesley Murphy presented the Investment Report.

Directors Mastin and Fredericks inquired about the Investment Report.

Ms. Murphy and Mr. Wire 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 \$14,153.55 for the period of November 1, 2020 through November 30, 2020.
- (ii) Ratify investments made during the period during the period of November 10, 2020 through December 7, 2020.
- (iii) Authorize the reinvestment, within the established policy of the Board, of any investments maturing between December 8, 2020 and January 11, 2021, as well as the investment of all other funds not required to cover expenditures which may become available.
- (iv) Accept the Investment Report for November 2020.

**Action by the Board at its meeting of December 18, 2020 – Resolution**  
**CONSENT CALENDAR**

**FINANCE-AUDITING COMMITTEE/COMMITTEE OF THE WHOLE  
DECEMBER 17, 2020/PAGE 3**

**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, Sears, Stefani 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 Execution of the Sixth Amendment to the Professional Services Agreement with PFM Asset Management LLC, Relative to Contract No. 2007-D-7, Trust & Investment Management Services for GASB 45 (OPEB) Trust [15:12 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 Golden Gate Bridge, Highway and Transportation District authorize execution of the Sixth Amendment to the Professional Services Agreement relative to Contract No. 2007-D-7, *Trust and Investment Management Services for GASB 45 (OPEB) Trust*, with PFM Asset Management LLC (“PFM”), for a three-year extension of the term effective March 1, 2021 through February 29, 2024, with options, exercisable by the District, for two additional one-year terms, at an estimated cost of \$1,198,000 for the five-year period.

**Action by the Board at its meeting of December 18, 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, Sears, Stefani and Yee.

(7) **Receive the Independent Auditor's Comprehensive Annual Financial Report for the Year Ending June 30, 2020, as Submitted by Eide Bailly, LLP [21:01 Minutes Mark on the Audio Recording]**

Auditor-Controller Joseph Wire introduced the Comprehensive Annual Financial Report (CAFR) and said it is available on the District's website at: <https://www.goldengate.org/district/about-the-district/publications>. He expressed his appreciation to all the CAFR contributors. Mr. Wire introduced the head of the external auditor team Nathan Edelman of Eide Bailly, LLP who highlighted a few sections in the CAFR and pointed out the favorable Auditor's Opinion on page 17.

Chair Sobel commented on the report and noted the CAFR is excellent.

(b) **Action by the Committee**

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

**RECOMMENDATION**

The Finance-Auditing Committee/Committee of the Whole recommends the Board of Directors receive the Independent Auditor's financial reports as submitted by Eide Bailly, LLP, for the following:

- (i) The Comprehensive Annual Financial Report (CAFR), for the year ending June 30, 2020; and,
- (ii) The Independent Auditor's Communication Letter regarding matters related to the audit.

**Action by the Board at its meeting of December 18, 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, Sears, Stefani and Yee.

(8) **Status Report on the FY 20/21 Budget [34:40 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>. He explained the November 2020 results would be available in January 2021. He gave a brief verbal report about the District's financial results as of November 30, 2020.

At Chair Sobel's request, Mr. Mulligan spoke about a potential coronavirus relief package and expressed his optimism that the package would be passed by Congress. He noted that on November 13, 2020, the Board approved certain actions with the understanding that the Board would revisit those actions if Congress approved legislation with significant additional funding or the District was able to negotiate cost savings with the union. He noted the proposed coronavirus relief package includes money for transit that equals roughly 60% of what was included in the Coronavirus Aid, Relief, and Economic Security (CARES) Act. He said if Congress passes the relief package, the District would convene a special board meeting to reconsider the actions the Board took on November 13, 2020.

Chair Sobel commented on the possible relief package. Director Hill commented on President-Elect Biden's sentiments about relief funding.

Mr. Wire responded to the Director's inquiry.

**(9) Closed Session [45:19 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) Dennis Koenig v. Golden Gate Bridge, Highway and Transportation District.

**[46:01 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 its attorney for this matter.

**(10) Public Comment [46:32 Minutes Mark on the Audio Recording]**

Secretary of the District Amorette Ko-Wong noted the public comments would be for both Agenda Item Nos. 8 and 10.

The following individuals spoke under public comment:

- David Pilpel, County of San Francisco Resident
- Shane Weinstein, Amalgamated Transit Union (ATU), Local 1575

**[51:46 Minutes Mark on the Audio Recording]**

At the conclusion of the Public Comment, Chair Sobel spoke about the end of his term and service on the District Board. He expressed his appreciation for others' contributions to the Finance-Auditing Committee and support.

**FINANCE-AUDITING COMMITTEE/COMMITTEE OF THE WHOLE  
DECEMBER 17, 2020/PAGE 6**

Director Garbarino expressed her appreciation for Chair Sobel's service.

**(11) Adjournment [54:10 Minutes Mark on the Audio Recording]**

All business having been concluded Directors GARBARINO/MOYLAN moved and seconded that the meeting be adjourned at 9:59 a.m.

**Carried**

Respectfully submitted,

Brian Sobel, Chair  
Finance-Auditing Committee

BS:AMK:EIE:mjl



December 18, 2020



**MINUTES OF THE**  
**GOVERNMENTAL AFFAIRS AND PUBLIC INFORMATION**  
**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 Governmental Affairs and Public Information Committee/Committee of the Whole (Committee) of the Golden Gate Bridge, Highway and Transportation District (District) was held via audio conferencing on Friday, December 18, 2020, at 9:01 a.m., Chair Cochran presiding.

- (1) Call to Order:** 9:01 a.m.
- (2) Roll Call:** Secretary of the District Amorette M. Ko-Wong.

**Committee Members Present (6):** Chair Cochran; Vice Chair Sears; Directors Hernández, Hill and Moylan; President Pahre.

**Committee Members Absent (0):** None.

**Other Directors Present (5):** Directors Fredericks, Garbarino, Grosboll, Mastin and Theriault.

**Committee of the Whole Members Present (11):** Directors Fredericks, Garbarino, Grosboll, Hernández, Hill, Mastin, Moylan and Sears; Second Vice President Cochran; First Vice President Theriault; President Pahre.

**Committee of the Whole Members Absent (5):** Directors Arnold, Rabbitt, Sobel, Stefani and Yee.

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

**GOVERNMENTAL AFFAIRS AND PUBLIC INFORMATION COMMITTEE/  
COMMITTEE OF THE WHOLE  
DECEMBER 18, 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.

A copy of the report is 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) Approve the Implementation of the District's 2021 Legislative Platform [2:47 Minutes Mark on the Audio Recording]**

General Manager Denis Mulligan presented the staff report.

Directors Grosboll, Hernández, Hill and Moylan, and Chair Cochran inquired about the staff report.

Mr. Mulligan responded to the Directors' inquiries.

The following individual spoke under public comment:

- David Pilpel, San Francisco County Resident

**(a) Action by the Committee**

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

**RECOMMENDATION**

The Governmental Affairs and Public Information Committee/Committee of the Whole recommends that the Board of Directors approve the implementation of the 2021 Legislative Platform as attached to the staff report.

**Action by the Board at its meeting of December 18, 2020 – Resolution  
NON-CONSENT CALENDAR**

**AYES (11):** Directors Fredericks, Garbarino, Grosboll, Hernández, Hill, Mastin, Moylan and Sears; Second Vice President Cochran; First Vice President Theriault; President Pahre.

**NOES (0):** None.

**ABSENT (5):** Directors Arnold, Rabbitt, Sobel, Stefani and Yee.

(4) **Public Comment** [26:30 Minutes Mark on the Audio Recording]

There was no public comment.

(5) **Adjournment** [27:07 Minutes Mark on the Audio Recording]

All business having been concluded, the meeting was adjourned at 9:29 a.m.

**Carried**

Respectfully submitted,

Gerald Cochran, Chair  
Governmental Affairs and Public Information Committee

GC:AMK:EIE:mjl

THIS PAGE INTENTIONALLY LEFT BLANK



2020-12

**GOLDEN GATE BRIDGE, HIGHWAY AND TRANSPORTATION DISTRICT**

**MEMORANDUM OF MINUTES**

**BOARD OF DIRECTORS MEETING**

**DECEMBER 18, 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, December 18, 2020, at 10:01 a.m., President Pahre presiding.

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

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

**Director Absent (0):** None.

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

**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 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.

**BOARD OF DIRECTORS MEETING  
DECEMBER 18, 2020/PAGE 2**

**(3) PLEDGE OF ALLEGIANCE:** Director Richard Grosboll.

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: [03:20 Minutes Mark on the Audio Recording]**

President Pahre requested that the speakers keep their comments to two minutes each.

The following individuals spoke under public comment:

- Kymberlyrenee Gamboa, Sacramento County Resident
- Robert Estrada, Inlandboatmen's Union (IBU)
- Anonymous, Golden Gate Passenger
- David Pilpel, San Francisco County Resident
- Shane Weinstein, Amalgamated Transit Union (ATU), Local 1575
- Frank Gleason, Bus Operator

Mr. Mulligan responded to the public comments. [16:39 Minutes Mark on the Audio Recording]

**(5) CONSENT CALENDAR: [18:00 Minutes Mark on the Audio Recording]**

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

**Directors ARNOLD/FREDERICKS** 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, Fredericks, Garbarino, Grosboll, Hernández, Hill, Mastin, Moylan, Rabbitt, Sears, Sobel, Stefani and Yee; Second Vice President Cochran; First Vice President Theriault; President Pahre.

**NOES (0):** None.

**ABSENT (0):** None.

**(A) Approve the Minutes of the following Meetings**

- (1) Special Board of Directors of November 13, 2020.

**Carried**

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

**Resolution No. 2020-092** (as detailed in the December 17, 2020 Finance-Auditing Committee meeting)

- (1) Ratifies Commitments and/or Expenditures
- (2) Ratifies Previous Investments
- (3) Authorizes Reinvestments
- (4) Accepts Investment Report November 2020

**Adopted**

(6) **REPORTS OF OFFICERS:**

(A) **General Manager [20:19 Minutes Mark on the Audio Recording]**

Mr. Mulligan presented the General Manager Report. He gave an update about the proposed COVID-19 relief package. He recognized a number of employees for their work on the District's transition to CalPERS health insurance: Alice Ng, Stephanie LaRue, Kathryn Mitchell, Sally Davidson, and Maria Rodriguez. He also recognized the following employees for their service to the District: Kevin Raddatz, Sidney Thomas, Anthony Clark, Brian Russell, Del West and Roland Fontillas, Jr.

Directors Garbarino, Cochran and Rabbitt inquired about the General Manager's Report. President Pahre commented that she misses the in person employee recognition.

Mr. Mulligan responded to the Directors' inquiries.

(B) **Attorney [36:06 Minutes 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.

He reported the District had a very favorable result in the *Saliani* class action cases, and more information would be provided in the future.

Director Sobel commented on the Attorney Report, and he congratulated Hanson Bridgett on their work on the case.

(C) **District Engineer [38:18 Minutes 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 a number of projects. She also clarified the intent of the District Engineer Report.

Director Theriault expressed his appreciation for the volume and length of the District Engineer Report.

The following individuals spoke under public comment: [46:49 Minutes Mark on the Audio Recording]

- David Pilpel, San Francisco County Resident
- Frank Gleason, Bus Operator

(7) **OTHER REPORTS:**

There were no "Other Reports" to discuss.

(8) **REPORT OF COMMITTEES:**

BOARD OF DIRECTORS MEETING  
DECEMBER 18, 2020/PAGE 4

- (A) **Meeting of the Finance-Auditing Committee/Committee of the Whole [51:24 Minutes Mark on the Audio Recording]**  
**December 17, 2020**  
**Chair Brian Sobel**

Director Sobel thanked the individuals who spoke under public comment for their kind words.

- (1) **Authorize Execution of the Sixth Amendment to the Professional Services Agreement with PFM Asset Management LLC, Relative to Contract No. 2007-D-7, Trust & Investment Management Services for GASB 45 (OPEB) Trust [52:42 Minutes Mark on the Audio Recording]**

**Directors SOBEL/COCHRAN**

**Resolution No. 2020-093** authorizes execution of the Sixth Amendment to the Professional Services Agreement relative to Contract No. 2007-D-7, *Trust and Investment Management Services for GASB 45 (OPEB) Trust*, with PFM Asset Management LLC (“PFM”), for a three-year extension of the term effective March 1, 2021 through February 29, 2024, with options, exercisable by the District, for two additional one-year terms, at an estimated cost of \$1,198,000 for the five-year period.

**Adopted**

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

**NOES (0):** None.

**ABSENT (0):** None.

- (2) **Receive the Independent Auditor’s Comprehensive Annual Financial Report for the Year Ending June 30, 2020, as Submitted by Eide Bailly, LLP [55:21 Minutes Mark on the Audio Recording]**

**Directors SOBEL/YEE**

**Resolution No. 2020-094** receives the Independent Auditor’s financial reports as submitted by Eide Bailly, LLP, for the following:

- (a) The Comprehensive Annual Financial Report (CAFR), for the year ending June 30, 2020; and,
- (b) The Independent Auditor’s Communication Letter regarding matters related to the audit.

**Adopted**



**BOARD OF DIRECTORS MEETING  
DECEMBER 18, 2020/PAGE 5**

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

**NOES (0):** None.

**ABSENT (0):** None.

At the conclusion of the item, Chair Sobel expressed his appreciation for all of his colleagues on the Board, District staff and others.

President Pahre expressed her appreciation to Chair Sobel for his service to the Board.

**(B) Meeting of the Governmental Affairs and Public Information Committee/Committee of the Whole [58:54 Minutes Mark on the Audio Recording]  
December 18, 2020  
Chair Gerald Cochran**

Chair Cochran echoed President Pahre's comments about Director Sobel.

**(1) Approve the Implementation of the 2021 Legislative Platform [59:20 Minutes Mark on the Audio Recording]**

**Directors COCHRAN/HILL**  
**Resolution No. 2020-095** approves the implementation of the 2021 Legislative Platform.

**Adopted**

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

**NOES (0):** None.

**ABSENT (0):** None.

**(9) ADDRESSES TO BOARD:**

There were no "Addresses to Board" to discuss.

[Director Yee Departed.]

**(10) SPECIAL ORDER OF BUSINESS:**

**(A) Report from the Chair of the Nomination of Officers of the Board of Directors for 2021 Advisory Committee**

**(1) Approve Actions Relative to the Selection of Officers of the Board of Directors for 2021 [01:01:33 Hours Mark on the Audio Recording]**

**BOARD OF DIRECTORS MEETING  
DECEMBER 18, 2020/PAGE 6**

Chair Arnold expressed her appreciation for Director Sobel's service to the Board. She presented the Advisory Committee Report and recommendation.

**Directors ARNOLD/FREDERICKS**

**Resolution No. 2020-096** approves the selection of Officers of the Board of Directors for 2021: President Barbara Pahre, First Vice President Michael Theriault and Second Vice President Gerald Cochran.

**Adopted**

**AYES (12):** Directors Arnold, Fredericks, Garbarino, Grosboll, Hernández, Hill, Mastin, Moylan, Rabbitt, Sears, Sobel and Stefani.  
**NOES (0):** None.  
**ABSTAIN (3):** Second Vice President Cochran; First Vice President Theriault; President Pahre.  
**ABSENT (1):** Director Yee.

President Pahre expressed her appreciation to the Board for their support.

**(B) Consider Possible Action to Terminate the Suspension of Board Procedural Rules and Policies For COVID-19 related Emergency Actions [01:06:29 Hours Mark on the Audio Recording]**

Mr. Mulligan presented the staff report.

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

**Carried**

**AYES (15):** Directors Arnold, Fredericks, Garbarino, Grosboll, Hernández, Hill, Mastin, Moylan, Rabbitt, Sears, Sobel and Stefani; Second Vice President Cochran; First Vice President Theriault; President Pahre.  
**NOES (0):** None.  
**ABSENT (1):** Director Yee.

**(11) UNFINISHED BUSINESS:**

There was no "Unfinished Business" to discuss.

**(12) NEW BUSINESS:**

There was no "New Business" to discuss.

**(13) COMMUNICATIONS: [01:09:46 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.

**BOARD OF DIRECTORS MEETING  
DECEMBER 18, 2020/PAGE 7**

President Pahre thanked the outgoing Directors: Gina Belforte, Sandra Lee Fewer, Kathrin Sears, Brian Sobel and Norman Yee.

She said the outgoing Directors would be invited back to speak to the Board. In addition, the Board would consider Resolutions of Appreciation for each of them at a future meeting.

Director Moylan inquired about the Director departures.

President Pahre responded to the Director's inquiries.

**(14) ADJOURNMENT: [01:16:28 Hours Mark on the Audio Recording]**

All business having been concluded Directors FREDERICKS/ARNOLD moved and seconded that the meeting be adjourned at 11:18 a.m.

**Carried**

Respectfully submitted,

Amorette M. Ko-Wong  
Secretary of the District

AMK:EIE:mjl

THIS PAGE INTENTIONALLY LEFT BLANK



2020-12-2

**GOLDEN GATE BRIDGE, HIGHWAY AND TRANSPORTATION DISTRICT**

**MEMORANDUM OF MINUTES**

**SPECIAL BOARD OF DIRECTORS MEETING**

**DECEMBER 23, 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 provided as a supplement to 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 a special session via audio conference, on Wednesday, December 23, 2020, at 11:04 a.m., President Pahre presiding.

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

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

**Director Absent (0):** None.

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

**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.

- (3) PLEDGE OF ALLEGIANCE:** Director Sabrina Hernández.

**BOARD OF DIRECTORS MEETING  
DECEMBER 23, 2020/PAGE 2**

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.

**[Directors Arnold and Yee arrived.]**

**(4) PUBLIC COMMENT: [3:29 Minutes Mark on the Audio Recording]**

President Pahre stated that today's meeting is a Special Board of Directors meeting and the Board would take comments only on Agenda Item No. 5.A. She said that public comments would be limited to two minutes only.

**(A) Public Comment**

The following individuals spoke under public comment:

- Helen Moore, Former District Employee
- Shane Weinstein, Amalgamated Transit Union (ATU), Local 1575
- Robert Estrada, Inlandboatmen's Union (IBU)
- Frank Gleason, Bus Operator
- David Pilpel, San Francisco County Resident

President Pahre expressed her appreciation for the public comments.

**(5) SPECIAL ORDER OF BUSINESS: [15:06 Minutes Mark on the Audio Recording]**

**(A) Authorize Actions Relative to Additional Federal Coronavirus Relief Funding, Including Rescinding, Effective Upon President Trump Signing the Consolidated Appropriations Act of 2021, Previously Approved Layoffs and Temporary Furlough Program [15:30 Minutes Mark on the Audio Recording]**

General Manager Denis Mulligan presented the staff report. He explained why staff did not recommend the severance package be rescinded.

Director Grosboll inquired about the staff report. He asked if staff could change their mind about taking the severance package. Mr. Mulligan responded that employees can change their mind about electing to take the severance package.

President Pahre stated that she thought the whole Board was pleased to gather to rescind the actions taken by the Board members on November 13, 2020. She introduced Director Sobel who echoed President Pahre's and Mr. Mulligan's comments. He spoke about the difficulty of the decisions made on November 13, 2020, and the significance of moving the layoff date from December 5, 2020 to January 4, 2021. He noted the delay gave Congress the opportunity to approve the *Consolidated Appropriations Act of 2021* (the *Act*) and now, the Board can respond to that legislation.

**ORIGINAL RECOMMENDATION**

**BOARD OF DIRECTORS MEETING  
DECEMBER 23, 2020/PAGE 3**

**Directors SOBEL/GARBARINO** moved and seconded to rescind, effective upon President Trump signing the *Consolidated Appropriations Act of 2021*, the following Resolutions, previously adopted on November 13, 2020, as contemplated at that time given that new significant and sufficient funds have become available from the federal government:

1. Resolution No. 2020-084, Authorize Elimination of 205 Positions Effective January 4, 2021, and Related Actions, to Reduce Costs in Response to Covid-19 Financial Impacts; and,
2. Resolution No. 2020-086, Authorize a Temporary Furlough Program Equal to a Ten Percent Reduction in Pay for Mid-Managers, Deputy General Managers, District Officers and Board of Directors.

The Board of Directors authorizes the General Manager to take all necessary steps to apply for and obtain federal coronavirus relief funding.

Director Grosboll asked if the motion should be expanded to include the options that the President might not sign it and it would become law after 10 days, or Congress could override President Trump's veto. Mr. Mulligan responded to the Director's inquiry.

President Pahre asked the attorney if the Board could do an amendment to the original motion. Attorney Manolius responded that the Board could amend the original motion. He stated that the Board could add "... or when the *Consolidated Appropriations Act of 2021* becomes law." Director Grosboll concurred with the suggested wording. Director Sobel said that he would accept the amendment, but he wanted to hear the Directors' comments before he formally accepts the amendment.

Director Rabbitt inquired about the amount of funding the District would receive and how long it would last. He noted he would like the District to be well served by the funds from the *Act*. Mr. Mulligan stated the funding should allow the District to continue its operations into the Spring. He noted there are other things in the *Act* that could benefit the District. He also spoke about the "true up," which had been discussed by the Metropolitan Transportation Commission (MTC) Blue Ribbon Task Force.

Director Yee expressed his appreciation to the Board and staff for their efforts to get through this difficult time. He also expressed his pride that his last vote on the Board would be the best vote he made while on the Board.

Director Moylan expressed his regard for Director Sobel.

Director Arnold stated that she had thought all along that the federal government would supply additional funding. She noted that the Board members were very conflicted by the vote. However, they felt they had to play a leadership role and look at the total picture. She expressed her regret that there was a push to get some

**BOARD OF DIRECTORS MEETING  
DECEMBER 23, 2020/PAGE 4**

Board members off the Board. She said she looked forward to working with labor in a constructive way.

Director Theriault expressed his view that the financial difficulties may remain throughout and beyond the pandemic. He noted the *Act* would buy the District time. He expressed his hope that the Board and staff would continue to work together to forge solutions.

Director Hernández recognized and thanked employees and unions for working with the Board. She said the employees were challenged during a pandemic, which is a very difficult time and they had to deal with the additional stress of bad news. She expressed her appreciation for employees and labor unions. She said the Board believes in, respects and values employees. She also stated that the Board recognizes this has been a difficult time for them as well. President Pahre stated that she believes the Board agrees with Director Hernández's statement.

President Pahre asked the attorney to supply specific language to amend the original motion. Attorney Manolius responded that he understands that what the Board wants is to add "...or, when the Act becomes law...." He asked Mr. Mulligan to make a specific suggestion. He clarified the procedural process. Mr. Mulligan concurred with Attorney Manolius' suggestion, and stated that he would suggest the wording of "...rescinds, effective upon President Trump signing the *Consolidated Appropriations Act of 2021*, or when the Act becomes law...."

**Directors SOBEL/GARBARINO** accepted the proposed amendment to the original motion.

**AMENDED RECOMMENDATION**

**Directors SOBEL/GARBARINO**

**Resolution Nos. 2020-097** rescinds, effective upon President Trump signing the *Consolidated Appropriations Act of 2021* or when the Act becomes law, the following Resolutions, previously adopted on November 13, 2020, as contemplated at that time given that new significant and sufficient funds have become available from the federal government:

1. Resolution No. 2020-084, Authorize Elimination of 205 Positions Effective January 4, 2021, and Related Actions, to Reduce Costs in Response to Covid-19 Financial Impacts; and,
2. Resolution No. 2020-086, Authorize a Temporary Furlough Program Equal to a Ten Percent Reduction in Pay for Mid-Managers, Deputy General Managers, District Officers and Board of Directors.

The Board of Directors authorizes the General Manager to take all necessary steps to apply for and obtain federal coronavirus relief funding.

**Adopted**



**BOARD OF DIRECTORS MEETING  
DECEMBER 23, 2020/PAGE 5**

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

**NOES (0)** None.

**ABSENT (0):** None.

**[44:12 Minutes Mark on the Audio Recording]**

After the vote, **Directors THERIAULT/HERNÁNDEZ** made a motion that the Board send a letter to the Bay Area congressional delegation led by Speaker of the House Pelosi to thank them for their work on the *Consolidated Appropriations Act of 2021* and specifically their assistance to public transit. He proposed the Board send this letter on behalf of the Board, customers and employees.

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

**NOES (0)** None.

**ABSENT (0):** None.

**Carried**

At the conclusion of the item, President Pahre thanked the Board members for taking action. She thanked the Board members who were attending their last Board meeting today. She expressed her hopes for the future.

Director Hill requested the President consider an agenda item for a traffic and transit usage scenario and risk assessment study. President Pahre said she would consider his request.

**(6) ADJOURNMENT: [48:47 Minutes Mark on the Audio Recording]**

All business having been concluded the meeting was adjourned at 11:53 p.m.

Respectfully submitted,

Amorette M. Ko-Wong  
Secretary of the District

AMK:EIE:mjl

THIS PAGE INTENTIONALLY LEFT BLANK

**AGENDA ITEM NO. 5.B.**

**RATIFICATION OF PREVIOUS ACTIONS BY THE AUDITOR-CONTROLLER  
FINANCE-AUDITING COMMITTEE OF JANUARY 21, 2021**

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

**(1) Staff Report**

The previous actions by the Auditor-Controller were presented to the Finance-Auditing Committee for approval at the meeting of January 21, 2021. The staff report can be found on the District's web site at <https://www.goldengate.org/district/board-of-directors/meeting-documents>.

THIS PAGE INTENTIONALLY LEFT BLANK