



2021-02

GOLDEN GATE BRIDGE, HIGHWAY AND TRANSPORTATION DISTRICT

MEMORANDUM OF MINUTES

BOARD OF DIRECTORS MEETING

FEBRUARY 26, 2021

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 February 26, 2021, at 10:00 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 (14): Directors Arnold, Fredericks, Garbarino, Grosboll, Hernández, Hill, Mastin, Rabbitt, Rodoni, Snyder and Stefani; Second Vice President Cochran; First Vice President Theriault; President Pahre.

Director Absent (0): None.

[Note: On this date, there were five 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; Attorneys Madeline Chun, Kimon Manolius and Alexandra Atencio; 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 Jim Mastin. **[2:40 Minutes Mark on the Audio Recording]**

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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: [3:15 Minutes Mark on the Audio Recording]

Ms. Ko-Wong stated that the Board would take public comment for all items on the agenda at this time. President Pahre requested that the speakers keep their comments to three minutes each.

The following individuals spoke under public comment:

- Kymberlyrenee Gamboa, Sacramento County Resident
- Manuel Gamboa, Sacramento County Resident
- Dave Rhody, The Climate Reality Project
- Ally of the Golden Gate Transit Drivers
- John Holden, Bus Operator
- Shane Weinstein, Amalgamated Transit Union (ATU), Local 1575
- Robert Kaufman, Bus Operator

(5) CONSENT CALENDAR: [19:15 Minutes Mark on the Audio Recording]

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

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

AYES (14): Directors Arnold, Fredericks, Garbarino, Grosboll, Hernández, Hill, Mastin, Rabbitt, Rodoni, Snyder and Stefani; 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) Transportation Committee of January 21, 2021;
- (2) Building and Operating Committee of January 21, 2021;
- (3) Finance-Auditing Committee of January 21, 2021; and
- (4) Board of Directors of January 22, 2021.

Carried

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

Resolution No. 2021-010 (as detailed in the February 25, 2021 Finance-Auditing Committee meeting)

- (1) Ratifies Commitments and/or Expenditures
- (2) Ratifies Previous Investments
- (3) Authorizes Reinvestments
- (4) Accepts Investment Report for January 2021

Adopted

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(6) REPORTS OF OFFICERS:

(A) General Manager [21:12 Minutes Mark on the Audio Recording]

Mr. Mulligan presented the General Manager's Report, and recognized the following employees for their service: Daymon Davis, John Bartch, Sr., Paul Rushinskiy, Kimmiko Joseph, David Herrera, Paula Whiterock and Sally Davidson.

- (1) Update on Impacts of the COVID-19 Pandemic on District Operations, Ratify and Authorize Emergency Actions by the General Manager and Ratify Action to Approve a Change Order with Power Engineering related to the San Francisco Ferry Terminal Facilities and the M.S. San Francisco Ferry [33:53 Minutes Mark on the Audio Recording]**

Directors SNYDER/ARNOLD

Resolution No. 2021-011 moved and seconded to ratify the emergency action of the General Manager to approve a change order in the amount \$393,881.00 with Power Engineering for the promenade repair work.

AYES (14): Directors Arnold, Fredericks, Garbarino, Grosboll, Hernández, Hill, Mastin, Rabbitt, Rodoni, Snyder and Stefani; Second Vice President Cochran; First Vice President Theriault; President Pahre.

NOES (0): None.

ABSENT (0): None.

Adopted

(B) Attorney [35:56 Minutes Mark on the Audio Recording]

Attorney Madeline Chun presented the Attorney's Report, which was for informational purposes only and no action was required.

(1) Closed Session

Attorney Chun reported that a Closed Session, listed on the Board Agenda as Item Nos. 6.B.1.a and 6.B.1.b, would take place just prior to the conclusion of this meeting:

- (a) Conference with Legal Counsel – Existing Litigation**
Pursuant to Government Code Section 54956.9(a)
Report of Hanson Bridgett, LLP
(i) Michael Saliani v. Golden Gate Bridge, Highway and Transportation District, San Francisco Superior Court; Case Number CGC-14-540384.
- (b) Public Employee Performance Evaluation and Conference with Labor Negotiator**
Pursuant to Government Code Sections 54957 and 54957.6
(i) General Manager
(ii) District Engineer

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- (iii) Auditor-Controller
- (iv) Secretary of the District
- (v) Attorney of the District

(C) District Engineer [36:44 Minutes Mark on the Audio Recording]

Ms. Bauer-Furbush presented the District Engineer's Report, which was for informational purposes only and no action was taken. She provided a status update on a number of projects.

(7) OTHER REPORTS:

There were no "Other Reports" to discuss.

(8) REPORT OF COMMITTEES:

**(A) Meeting of the Building and Operating Committee/Committee of the Whole
[42:42 Minutes Mark on the Audio Recording]
February 25, 2021
Chair Michael Theriault**

- (1) Authorize Approval of Contract Change Order No. 31 to Contract No. 2016-B-01, Golden Gate Bridge Physical Suicide Deterrent System and Wind Retrofit Project [42:59 Minutes Mark on the Audio Recording]**

Directors THERIAULT/FREDERICKS

Resolution No. 2021-012 authorizes approval of Contract Change Order (CCO) No. 31 to Contract No. 2016-B-01, *Golden Gate Bridge Suicide Deterrent System and Wind Retrofit Project*, in the amount of \$1,132,331, for modifications to the Suspension Bridge Suicide Deterrent System (SDS) end net panel configuration, with the understanding that sufficient funds are available in the Contract No. 2016-B-01 construction contingency to finance this CCO;

Adopted

AYES (14): Directors Arnold, Fredericks, Garbarino, Grosboll, Hernández, Hill, Mastin, Rabbitt, Rodoni, Snyder and Stefani; Second Vice President Cochran; First Vice President Theriault; President Pahre.

NOES (0): None.

ABSENT (0): None.

- (2) Approve Actions Relative to Professional Services Agreement No. 2018-B-075, Golden Gate Bridge Physical Suicide Deterrent Net System Fabrication Shop Inspection Services, with David Engineering, LLC [44:53 Minutes Mark on the Audio Recording]**

Directors THERIAULT/COCHRAN

Resolution No. 2021-013 approves the following actions relative to the Professional Services Agreement (PSA) No. 2018-B-075, *Golden Gate Bridge Physical Suicide Deterrent Net System Fabrication Shop Inspection Services*:

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1. Authorizes execution of the Third Amendment to PSA No. 2018-B-075 with David Engineering, LLC., Chicago, IL, in an amount not to exceed \$163,000 for continuation of the suicide deterrent net system fabrication inspection services through December 2021;
2. Establishes a 10% contingency for the amendment in the amount of \$16,000; and,
3. Authorizes an increase, in the amount of \$179,000, in the FY 2020/21 Bridge Division Capital Budget for the *Golden Gate Bridge Physical Suicide Deterrent System Project* (Project #1526), to be funded from District reserves, for a revised total Project #1526 budget of \$196,432,868.

Adopted

AYES (14): Directors Arnold, Fredericks, Garbarino, Grosboll, Hernández, Hill, Mastin, Rabbitt, Rodoni, Snyder and Stefani; Second Vice President Cochran; First Vice President Theriault; President Pahre.

NOES (0): None.

ABSENT (0): None.

- (3) **Approve Actions Relative to the Award of Professional Services Agreement No. 2020-B-053, Bridge Inspection Services, to HDR Engineering, Inc. [47:17 Minutes Mark on the Audio Recording]**

Directors THERIAULT/FREDERICKS

Resolution No. 2021-014 approves the following actions relative to the Professional Services Agreement (PSA) No. 2020-B-053, *Bridge Inspection Services*:

1. Awards PSA No. 2020-B-053, to HDR Engineering, Inc., Walnut Creek, CA, in an amount not to exceed \$9,063,000, to perform two cycles of the 23 CFR 650 mandated bridge inspections at the Golden Gate Bridge; and,
2. Establishes a 10% contingency for PSA No. 2020-B-053 in the amount of \$906,300;

with the understanding that sufficient funds are available in the Fiscal Year (FY) 2020/21 Bridge Division Operating Budget to finance the estimated \$1,200,000 FY 2020/21 expenses under PSA No. 2020-B-053

Adopted

AYES (14): Directors Arnold, Fredericks, Garbarino, Grosboll, Hernández, Hill, Mastin, Rabbitt, Rodoni, Snyder and Stefani; Second Vice President Cochran; First Vice President Theriault; President Pahre.

NOES (0): None.

ABSENT (0): None.

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- (4) **Authorize Execution of the Third Amendment to Contract No. 2016-D-34, Support for AVTEC Console System, with AVTEC, Inc. [49:11 Minutes Mark on the Audio Recording]**

Directors THERIAULT/FREDERICKS

Resolution No. 2021-015 authorizes the General Manager to execute the Third Amendment to the Professional Services Agreement with Avtec, Inc., relative to Contract No. 2016-D-34, *Support for Avtec Console System*, for a three-year extension of the term effective April 1, 2021, through March 31, 2024, with options, exercisable by the District, for two additional one-year terms, for a total cost of \$200,940 for the five-year period.

Adopted

AYES (14): Directors Arnold, Fredericks, Garbarino, Grosboll, Hernández, Hill, Mastin, Rabbitt, Rodoni, Snyder and Stefani; Second Vice President Cochran; First Vice President Theriault; President Pahre.

NOES (0): None.

ABSENT (0): None.

- (B) **Meeting of the Finance-Auditing Committee/Committee of the Whole [51:20 Minutes Mark on the Audio Recording]**

February 25, 2021

Chair David Rabbitt

- (1) **Approve Renewal of the Marine Insurance Program [51:35 Minutes Mark on the Audio Recording]**

Directors RABBITT/COCHRAN

Resolution No. 2021-016 approves renewal of the Golden Gate Bridge, Highway and Transportation District's (District) Marine Insurance Program, effective February 28, 2021, with a renewal package totaling \$900,523, as follows:

1. Renews Protection & Indemnity coverage with the Steamship Mutual P&I Club for a one-year term, with a limit of \$1 billion for each occurrence/annual aggregate in excess of a per occurrence deductible of \$50,000 and annual aggregate deductible of \$350,000 for a total premium of \$486,875;
2. Binds Hull & Machinery coverage including Terrorism and Risk Insurance Act (TRIA) coverage with Travelers and The Hartford for a one-year term, with insured hull limits per attached addendum in excess of a \$200,000 deductible for a total premium of \$256,246;
3. Renews Vessel Pollution Liability coverage with Great American for a one-year term, with a limit of \$5 million for a total premium of \$7,052;
4. Renews Marine General Liability coverage with Liberty Mutual for a one-year term, with a limit of \$1 million occurrence and \$2 million aggregate, in excess of a per occurrence deductible of \$10,000 for a total premium of \$17,850;

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5. Binds Excess Marine General Liability Insurance program with Aegis, Beazley, Convex, CNA Hardy, Canopus, Axis, AIG, Markel, and Antares, for a one-year term with a liability limit of \$50 million for each occurrence/annual aggregate in excess of a \$10,000 self-insured retention (SIR) for a total premium of \$132,500;

with the understanding, those requisite funds in the amount of \$900,523 are available in the FY 20/21 Ferry Division Operating Budget and that requisite funds will be budgeted in the FY 21/22 Ferry Division Operating Budget.

Adopted

AYES (14): Directors Arnold, Fredericks, Garbarino, Grosboll, Hernández, Hill, Mastin, Rabbitt, Rodoni, Snyder and Stefani; Second Vice President Cochran; First Vice President Theriault; President Pahre.

NOES (0): None.

ABSENT (0): None.

- (2) **Authorize Execution of a Professional Services Agreement Relative to Contract No. 2020-MD-051, Operations and Maintenance of Ventek Ticket Vending Machines, with Ventek Transit** [53:39 Minutes Mark on the Audio Recording]

Directors RABBITT/FREDERICKS

Resolution No. 2021-017 approves the following actions relative to the *Ticket Vending Machine Replacement Project*, as follows:

1. Approves award of sole source Contract No. 2020-MD-051, Operations and Maintenance of VenTek Ticket Vending Machines, to VenTek Transit of Petaluma, CA, in the amount of \$3,110,436 for a base term of five years, with two additional one-year option terms to be exercised at the Golden Gate Bridge, Highway and Transportation District's (District) sole discretion; and,
2. Establishes a contract contingency in the amount of \$311,044 to make programming adjustments based on actual service needs or to address any additional unexpected items that may be encountered.

Adopted

AYES (14): Directors Arnold, Fredericks, Garbarino, Grosboll, Hernández, Hill, Mastin, Rabbitt, Rodoni, Snyder and Stefani; Second Vice President Cochran; First Vice President Theriault; President Pahre.

NOES (0): None.

ABSENT (0): None.

- (3) **Receive the Independent Auditor's Single Audit Report for the Year Ending June 30, 2020, as Submitted by Eide Bailly, LLP** [55:47 Minutes Mark on the Audio Recording]

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Directors RABBITT/COCHRAN

Resolution No. 2021-018 receives the Independent Auditor's Single Audit Report for the year ending June 30, 2020, as submitted by Eide Bailly, LLP.

Adopted

AYES (14): Directors Arnold, Fredericks, Garbarino, Grosboll, Hernández, Hill, Mastin, Rabbitt, Rodoni, Snyder and Stefani; Second Vice President Cochran; First Vice President Theriault; President Pahre.

NOES (0): None.

ABSENT (0): None.

- (4) **Approve Actions Relative to the Annual Review of Rule XI, Investment Policy, of the Rules of The Board** [57:27 Minutes Mark on the Audio Recording]

Directors RABBITT/HERNÁNDEZ

Resolution No. 2021-019 approves the following actions relative to the annual review of RULE XI, **INVESTMENT POLICY**, of the *Rules of the Board*:

1. Renews the annual delegation of investment management authority to the Auditor-Controller for FY 21/22 as per RULE XI, **INVESTMENT POLICY**, **Section E, Delegation of Authority**, of the *Rules of the Board*, and as provided for in California Government Code Section 53607.
2. Approves an amendment to RULE XI, **INVESTMENT POLICY**, of the *Rules of the Board* as detailed in the staff report.

Adopted

AYES (14): Directors Arnold, Fredericks, Garbarino, Grosboll, Hernández, Hill, Mastin, Rabbitt, Rodoni, Snyder and Stefani; Second Vice President Cochran; First Vice President Theriault; President Pahre.

NOES (0): None.

ABSENT (0): None.

- (C) **Meeting of the Rules, Policy and Industrial Relations Committee** [59:50 Minutes Mark on the Audio Recording]
February 26, 2021
Chair Judy Arnold

- (1) **Authorize Execution of the Fourth Amendment to the Software and Services Master Agreement with Tango Health, Inc., Relative to Best Interest No. 2016-D-17, Affordable Care Act and Benefits Administration Technology and Service Solutions** [1:00:05 Hours Mark on the Audio Recording]

Directors ARNOLD/HILL

Resolution No. 2021-020 authorizes the General Manager, or his designee, to execute the fourth Amendment, in a total not-to-exceed amount of \$60,000, to the Software

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and Services Master Agreement with Tango Health, Inc., Relative to Best Interest (BI) No. 2016-D-17, *Affordable Care Act and Benefits Administration Technology and Service Solutions* as required by the Affordable Care Act (ACA), for the 2020 reporting period.

Adopted

AYES (14): Directors Arnold, Fredericks, Garbarino, Grosboll, Hernández, Hill, Mastin, Rabbitt, Rodoni, Snyder and Stefani; 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.

(10) SPECIAL ORDER OF BUSINESS:

- (A) Ratify Appointments by the Board President to Represent the Golden Gate Bridge, Highway and Transportation District on Other Boards [1:02:15 Hours Mark on the Audio Recording]**

Directors RABBITT/MASTIN

Resolution No. 2021-021 ratifies appointments by the President of the Board of Directors to represent the Golden Gate Bridge, Highway and Transportation District (District) on other Boards, as follows:

Amalgamated Transit Health and Welfare Trust and Retirement Board

(3 Seats)

Trustees: Gerald Cochran, Alice Fredericks and Michael Theriault

Term: February 1, 2021 to January 31, 2023

Sonoma-Marin Area Rail Transit District

(2 Seats)

Directors Patricia Garbarino and Barbara Pahre

Term: February 1, 2021 to January 31, 2023

Adopted

AYES (14): Directors Arnold, Fredericks, Garbarino, Grosboll, Hernández, Hill, Mastin, Rabbitt, Rodoni, Snyder and Stefani; Second Vice President Cochran; First Vice President Theriault; President Pahre.

NOES (0): None.

ABSENT (0): None.

- (B) Consider Possible Action to Terminate the Suspension of Board Procedural Rules and Policies For COVID-19 related Emergency Actions [1:04:51 Hours Mark on the Audio Recording]**

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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 (14): Directors Arnold, Fredericks, Garbarino, Grosboll, Hernández, Hill, Mastin, Rabbitt, Rodoni, Snyder and Stefani; Second Vice President Cochran; First Vice President Theriault; President Pahre.

NOES (0): None.

ABSENT (0): None.

(11) UNFINISHED BUSINESS: [1:07:00 Hours Mark on the Audio Recording]

(A) Closed Session [1:07:12 Hours Mark on the Audio Recording]

Attorney Madeline Chun, at the request of President Pahre, stated that the Board would convene in Closed Session, as permitted by the Brown Act, to discuss the matters listed on the Board Agenda as Closed Session, Item Nos. 6.B.1.a and 6.B.1.b.

(B) Open Session [1:07:55 Hours Mark on the Audio Recording]

After Closed Session, President Pahre called the meeting to order in Open Session with a quorum present. Attorney Chun reported that the Board had met in Closed Session, as permitted by the Brown Act, regarding the item outlined above. She said that for Agenda Item No. 6.B.1.a., the Board had provided direction to legal counsel, and for Agenda Item No. 6.B.1.b., there were no actions for the Board to take.

President Pahre stated that the past year had been very challenging for everyone including the District's five officers, and they had performed well under pressure and difficult circumstances. She noted the District is not in a position to offer any pay increases at this time.

(12) NEW BUSINESS:

There was no "New Business" to discuss.

(13) COMMUNICATIONS: [1:09:40 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: [1:10:00 Hours Mark on the Audio Recording]

All business having been concluded **Directors HERNÁNDEZ/GARBARINO** moved and seconded that the meeting be adjourned at 11:56 a.m. in honor of Director John J. Moylan, former Director James L. Harberson, Thomas Jee, Lawrence Ferlinghetti, Carlyle Lindsey and Gary Rubin.

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On behalf of the Board, President Pahre expressed appreciation for Director Moylan and his invaluable service to the Board and District. She said it had been a privilege to serve with him. She noted he achieved Director Emeritus status for his twenty years of service on the Board and in June of 2021 would have reached twenty-five years of service. In addition, she reminded the Board of the many committees on which he had served, and his contributions to the Suicide Deterrent System. Furthermore, she spoke about his family's graciousness in allowing Board members and District representatives to attend his funeral service. Directors Garbarino, Rabbitt, Grosboll, Hernández, Hill and Mastin also expressed their appreciation for Director Moylan. In addition, Director Rabbitt said he thought Director Moylan epitomized seeking out and living the American Dream as evidenced through his immigration to the United States. He noted that Director Moylan flourished through hard work, fair play, resolve, faith and love of his family.

President Pahre also spoke about former Director Harberson and former District consultant Thomas Jee.

Carried

Respectfully submitted,



Amorette M. Ko-Wong
Secretary of the District

AMK:EIE:mjl