



2021-05

GOLDEN GATE BRIDGE, HIGHWAY AND TRANSPORTATION DISTRICT

MEMORANDUM OF MINUTES

BOARD OF DIRECTORS MEETING

MAY 21, 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 May 21, 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 (13): Directors Fredericks, Garbarino, Hernández, Hill, Mastin, Melgar, Rabbitt, Rodoni, Snyder and Stefani; Second Vice President Cochran; First Vice President Theriault; President Pahre.

Directors Absent (2): Directors Arnold and Grosboll.

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

Staff Present: General Manager Denis Mulligan; Auditor-Controller Joseph Wire; Secretary of the District Amorette Ko-Wong; Attorneys Madeline Chun, Kimon Manolius, Molly Kaban, Alexandra Atencio and Laurel O'Connor; Deputy General Manager/Administration and Development Kellee Hopper; Deputy General Manager/Bridge Division Steve Miller; Deputy General Manager/Bus Division Mona Babauta; Deputy General Manager/Ferry Division James Swindler; Deputy District Engineer John Eberle; Executive Administrator to the General Manager Justine Bock; Senior Board Analyst Elizabeth Eells.

- (3) **PLEDGE OF ALLEGIANCE**: Director Chris Snyder. **[10:03 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: [3:47 Minutes Mark on the Audio Recording]

Secretary of the District Amorette Ko-Wong stated that the Board would take public comment for all items on the agenda at this time.

The following individuals spoke under public comment:

- Manuel Gamboa, Sacramento County Resident
- Marina Secchitano, Labor Coalition Representative
- Shane Weinstein, Amalgamated Transit Union (ATU), Local 1575
- Julia, San Francisco County Resident
- Linzy Klumpp, San Rafael Heritage
- Aleta Dupree
- Leslie Simons

Mr. Mulligan responded to the public comments. [18:33 Minutes Mark on the Audio Recording]

(5) CONSENT CALENDAR: [21:05 Minutes Mark on the Audio Recording]

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

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

AYES (13): Directors Fredericks, Garbarino, Hernández, Hill, Mastin, Melgar, Rabbitt, Rodoni, Snyder and Stefani; Second Vice President Cochran; First Vice President Theriault; President Pahre.

NOES (0): None.

ABSENT (2): Directors Arnold and Grosboll.

(A) Approve the Minutes of the following Meetings

- (1) Finance-Auditing Committee of April 22, 2021;
- (2) Governmental Affairs and Public Information Committee of April 23, 2021; and,
- (3) Board of Directors of April 23, 2021. **Carried**

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

Resolution No. 2021-031 (as detailed in the May 20, 2021 Finance-Auditing Committee meeting)

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

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(6) REPORTS OF OFFICERS:

(A) General Manager [23:04 Minutes Mark on the Audio Recording]

- (1) Ratify the Emergency Action by the General Manager to Approve An Emergency Contract with Bay Ship & Yacht Co. Related to the Sausalito Ferry Float [23:19 Minutes Mark on the Audio Recording]**

Directors HILL/GARBARINO

Resolution No. 2021-032 ratifies the emergency action of the General Manager to approve an increase of \$550,000, for a total not to exceed amount of \$1.3 million, for Contract No. 2021-F-027 with Bay Ship & Yacht Co., located in Alameda, CA for Sausalito Ferry Terminal emergency float repair work.

AYES (13): Directors Fredericks, Garbarino, Hernández, Hill, Mastin, Melgar, Rabbitt, Rodoni, Snyder and Stefani; Second Vice President Cochran; First Vice President Theriault; President Pahre.

NOES (0): None.

ABSENT (2): Directors Arnold and Grosboll.

Adopted

Mr. Mulligan presented the General Manager's Report. He recognized the following employees and Board member for their service: Nicolas Ortiz, Paul Rushinskiy, Kathy Amoroso, Tomasz Klys, Zena Tselassie, Diego Villabona, Dexter Senigar, Kevin Collins, Director Judy Arnold and Gabriel Jacquez.

President Pahre expressed her appreciation for the employees' and Director's service to the District.

Director Melgar spoke about a City and County of San Francisco Board of Supervisors resolution that urges the District to work with the California Public Utilities Commission and California State Parks, and ensure ferry service continues between San Francisco and Angel Island. President Pahre expressed her appreciation for staff's efforts to see that ferry service continues between San Francisco and Angel Island. Director Theriault commented about the General Manager's Report.

Mr. Mulligan responded to the Directors' inquiries. He stated that District staff is engaged in discussions with the key parties about the ferry service. He said staff may ask the Board to approve an agreement with the California State Parks that would allow the District to use the landing and operate the Angel Island ferry as early as the next month and would keep the Board updated on this matter.

(B) Attorney [43:18 Minutes Mark on the Audio Recording]

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

- (1) Closed Session**

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Attorney Manolius stated the Board would convene in Closed Session for Board Agenda Item Nos. 6.B.1.a, 6.B.1.b and 6.B.1.c, as follows:

- (a) Conference with Legal Counsel – Anticipated Litigation
Pursuant to Government Code Section 54956.9(a)
Report of Hanson Bridgett, LLP
 - (i) In re Conduent State and Local Solutions, Inc.’s Indemnity Obligation

- (b) Conference with Legal Counsel – Existing Litigation
Pursuant to Government Code Section 54956.9(a)
Report of George Hills
 - (i) *Hayes vs. Golden Gate Bridge, Highway and Transportation District*

- (c) Conference with Labor Negotiator
Pursuant to Government Code Section 54957.6
Report of Hanson Bridgett, LLP
Negotiations with various Labor Coalition Unions

He stated that he understood that President Pahre would like to convene in Closed Session for Agenda Item No. 6.B.1.c at this time. President Pahre confirmed her wishes. She stated that the Board could convene in Closed Session for the remaining items towards the end of the meeting.

- (2) Conference with Labor Negotiator [44:18 Minutes Mark on the Audio Recording]
Pursuant to Government Code Section 54957.6
Report of Hanson Bridgett, LLP
Negotiations with various Labor Coalition Unions

Attorney Kimon Manolius stated that the Board would convene in Closed Session, as permitted by the Brown Act, to discuss the matter listed on the Board Agenda as Closed Session, Item No. 6.B.1.c.

- (3) Open Session [44:50 Minutes Mark on the Audio Recording]

After Closed Session, President Pahre called the meeting to order in Open Session with a quorum present. Attorney Manolius reported that the Board had met in Closed Session, as permitted by the Brown Act, regarding the agenda item outlined above and was briefed on various items.

He asked the District’s Labor Negotiator, Attorney Molly Kaban to review the recommendation with the key terms of the Memorandum of Understanding (MOU) between the District and the Union Coalition that was reached between the parties. Ms. Kaban outlined the MOU terms, which are shown under the action item below.

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(a) **Authorize Ratification of a Memorandum of Understanding with Various Labor Coalitions**

Directors FREDERICKS/GARBARINO

Resolution No. 2021-033 authorizes execution of a Memorandum of Understanding (MOU) between the Golden Gate Bridge, Highway and Transportation District and the Union Coalition regarding the transition to CalPERS medical plans with these key terms:

- Applies to current active employees as well as retirees in the Union Coalition and will transition those employees and retirees to CalPERS medical plans;
- Creates health reimbursement account (HRA) funds to defray the costs of employees out-of-pocket expenses and provides for stipends to incent employees to enroll in particular plans; and,
- Approves a \$750 signing bonus for employees in exchange for their agreement to allow this transition to move forward without settling the rest of the MOU.

Adopted

AYES (11): Directors Fredericks, Garbarino, Hill, Mastin, Melgar, Rabbitt, Rodoni and Stefani; Second Vice President Cochran; First Vice President Theriault; President Pahre.

NOES (0): None.

ABSTAIN (2): Directors Hernández and Snyder.

ABSENT (2): Directors Arnold and Grosboll.

President Pahre expressed her appreciation for the involved parties' efforts to reach this agreement. She acknowledged labor negotiations can be challenging, and compromises may have to be made.

(C) **District Engineer [49:15 Minutes Mark on the Audio Recording]**

Deputy District Engineer John Eberle presented the District Engineer's Report, which was for informational purposes only and no action was taken. He provided a status update on a few projects. On behalf of the department, he expressed optimism the project team would find a solution to mitigate the sound emanating from the Golden Gate Bridge and be durable enough to stand up to the harsh conditions on the Bridge.

President Pahre commented on the District Engineer's Report.

(7) **OTHER REPORTS:**

There were no "Other Reports" to discuss.

(8) **REPORT OF COMMITTEES: [51:09 Minutes Mark on the Audio Recording]**

President Pahre stated that the Transportation and Finance-Auditing Committees had robust discussions in yesterday's meetings.

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**(A) Meeting of the Transportation Committee/Committee of the Whole [52:09
Minutes Mark on the Audio Recording]**

May 20, 2021

Chair Alice Fredericks

(1) Approve the District’s Zero-Emission Bus (ZEB) Rollout Plan and Board Resolution for Submittal to the California Air Resources Board (CARB) [52:15 Minutes Mark on the Audio Recording]

Director Hill expressed his appreciation for Mr. Mulligan’s clarification that the District’s Zero-Emission Bus Rollout Plan would be a living document and subject to revision as the technology evolves.

Directors FREDERICKS/COCHRAN

Resolution No. 2021-034 approves the Golden Gate Bridge, Highway and Transportation District’s Zero-Emission Bus Rollout Plan and Board Resolution for submittal to and in compliance with the California Air Resources Board Innovative Clean Transit regulation.

Adopted

AYES (13): Directors Fredericks, Garbarino, Hernández, Hill, Mastin, Melgar, Rabbitt, Rodoni, Snyder and Stefani; Second Vice President Cochran; First Vice President Theriault; President Pahre.

NOES (0): None.

ABSENT (2): Directors Arnold and Grosboll.

(2) Designate a Preferred Alternative to Serve as the Focus of the Draft Environmental Impact Report for Project No. 2017-D-30, San Rafael Transit Center Relocation Analysis, Environmental Clearance, And Preliminary Design [54:40 Minutes Mark on the Audio Recording]

Directors FREDERICKS/MASTIN

Resolution No. 2021-035 designates the Move Whistlestop Alternative as the preferred alternative to serve as the focus of the Draft Environmental Impact Report (DEIR) relative to Project No. 2017-D-30, *San Rafael Transit Center Relocation Analysis, Environmental Clearance, and Preliminary Design*:

The California Environmental Quality Act (CEQA) requires the agency undertaking environmental review of a project, also known as the lead agency, to provide an “accurate, stable, and finite” description of the proposed project. More recently, CEQA has been interpreted to require the lead agency to designate a “preferred alternative” to serve as the focus of the environmental study. This designation is required at this time so that the consultant can complete the DEIR. This designation does not require the Golden Gate Bridge, Highway and Transportation District to ultimately adopt the preferred alternative, but is intended merely to make it easier for the public to understand what the project entails and which alternative seems to best meet the project’s purpose and the community’s priorities.

Adopted

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- AYES (13):** Directors Fredericks, Garbarino, Hernández, Hill, Mastin, Melgar, Rabbitt, Rodoni, Snyder and Stefani; Second Vice President Cochran; First Vice President Theriault; President Pahre.
- NOES (0):** None.
- ABSENT (2):** Directors Arnold and Grosboll.

**(B) Meeting of the Finance-Auditing Committee [57:04 Minutes Mark on the Audio Recording]
May 20, 2021
Chair David Rabbitt**

Director Rabbitt expressed his appreciation to Auditor-Controller Wire and his staff for their work on the Proposed FY 21/22 Budget.

- (1) Authorize Execution of the Fourth Amendment to Contract No. 2019-D-067, Interim Temporary Staffing Services, with Techie Brains, Inc. and Related Capital Budget Increase [57:48 Minutes Mark on the Audio Recording]**

Directors RABBITT/FREDERICKS

Resolution No. 2021-036 takes the following actions relative to the Kronos Timekeeping Project:

- (a)** Authorizes execution of the Fourth Amendment to Contract *No. 2019-D-067 – Interim Temporary Staffing Services*, with Techie Brains, Inc., (Techie Brains) of Normal, IL to provide professional services in support of the Kronos Timekeeping System project. The proposed amendment would increase the not-to-exceed contract amount by \$100,000 in order to preserve the District’s ability to benefit from Techie Brains’ services at a critical juncture in the Kronos project; and,
- (b)** Authorizes a budget increase in the FY 20/21 District Division Capital Budget in the amount of \$100,000, relative to Capital Project No. 2013, *Electronic Timekeeping System Upgrade*, for a total project cost of \$255,000.

Adopted

- AYES (13):** Directors Fredericks, Garbarino, Hernández, Hill, Mastin, Melgar, Rabbitt, Rodoni, Snyder and Stefani; Second Vice President Cochran; First Vice President Theriault; President Pahre.
- NOES (0):** None.
- ABSENT (2):** Directors Arnold and Grosboll.

- (2) Authorize Execution of an Extension to the Commercial Paper Line of Credit Agreement with JPMorgan Chase Bank [59:55 Minutes Mark on the Audio Recording]**

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Directors RABBITT/THERIAULT

Resolution No. 2021-037 authorizes the execution of an extension of the Line of Credit (“Agreement”) with JPMorgan Chase Bank (“JPMorgan”), for the Commercial Paper Program (“CP Program”), at a cost of 0.52% per annum, for a total cost of approximately \$804,000, for the period of June 30, 2021, through June 29, 2023.

Adopted

AYES (13): Directors Fredericks, Garbarino, Hernández, Hill, Mastin, Melgar, Rabbitt, Rodoni, Snyder and Stefani; Second Vice President Cochran; First Vice President Theriault; President Pahre.

NOES (0): None.

ABSENT (2): Directors Arnold and Grosboll.

(3) Approve Actions Relative to the Award of Contract No. 2021-B-041, Golden Gate Bridge Interim Toll Collection System Replacement, to P Square Solutions, LLC [1:01:48 Hours Mark on the Audio Recording]

Directors RABBITT/COCHRAN

Resolution No. 2021-038 authorizes the General Manager, or his designee, to approve the following actions relative to Contract No. 2021-B-041, *Golden Gate Bridge Interim Toll Collection System*:

- (a)** Authorizes the award of a contract to P Square Solutions, LLC of Mount Laurel, NJ, in the not-to-exceed amount of:
 - (i)** \$3,456,937 for software, hardware, one-year warranty, and implementation of the interim toll collection system; and,
 - (ii)** \$4,754,372 for maintenance and support services for a three-year base term of \$2,482,517, with three additional one-year option terms to be exercised at the General Manager’s discretion.
- (b)** Authorizes the General Manager, or designee, to pay from the project budget for work already performed as part of the original interim solution that supports the new interim solution to current subcontractor;
- (c)** Establishes a contract contingency in the amount of \$345,693 to address unanticipated items that may be discovered once work commences; and,
- (d)** Authorizes a budget increase in the amount of \$3,000,000 for the *Toll System Upgrade Project* (Project #1525) in the FY 20/21 Bridge Division Capital Budget to be funded with toll revenues.

Adopted

AYES (13): Directors Fredericks, Garbarino, Hernández, Hill, Mastin, Melgar, Rabbitt, Rodoni, Snyder and Stefani; Second Vice President Cochran; First Vice President Theriault; President Pahre.

NOES (0): None.

ABSENT (2): Directors Arnold and Grosboll.

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- (4) **Approve Actions Relative to the Award of Contract No. 2021-D-005, Third Party Administrator for Workers' Compensation Claims and Ancillary Services, to Athens Administrators** [1:05:09 Hours Mark on the Audio Recording]

Directors RABBITT/FREDERICKS

Resolution No. 2021-039 approves actions relative to the award of Contract No. 2021-D-005, *Third Party Administrator for Workers' Compensation Claims and Ancillary Services*, to Athens Administrators, Concord, CA, as follows:

- (a) Authorizes Workers' Compensation Claims Program Administration services in an amount not to exceed \$1,020,609, for a three-year base term, effective July 1, 2021, with two one-year options to be exercised at the General Manager's discretion in an amount not to exceed \$350,409 for the fourth year and \$360,921 for the fifth year; and,
- (b) Authorizes Ancillary support services for Medical Case Management, Utilization Review, Medical Provider Network, and Bill Review at the rates set forth in Athens' Cost proposal, on an as needed basis, provided funding is available within the Golden Gate Bridge, Highway, and Transportation District's annual budget.

Adopted

AYES (13): Directors Fredericks, Garbarino, Hernández, Hill, Mastin, Melgar, Rabbitt, Rodoni, Snyder and Stefani; Second Vice President Cochran; First Vice President Theriault; President Pahre.

NOES (0): None.

ABSENT (2): Directors Arnold and Grosboll.

(9) **ADDRESSES TO BOARD:**

There were no "Addresses to Board" to discuss.

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

- (A) **Consider Possible Action to Terminate the Suspension of Board Procedural Rules and Policies For COVID-19 related Emergency Actions** [1:08:03 Hours Mark on the Audio Recording]

Mr. Mulligan presented the staff report.

President Pahre stated that it appears the Board should not be acting on this item at this time. **Directors THERIAULT/MASTIN** moved and seconded to continue consideration of this item until the next Board meeting.

Carried

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AYES (13): Directors Fredericks, Garbarino, Hernández, Hill, Mastin, Melgar, Rabbitt, Rodoni, Snyder and Stefani; Second Vice President Cochran; First Vice President Theriault; President Pahre.

NOES (0): None.

ABSENT (2): Directors Arnold and Grosboll.

(11) UNFINISHED BUSINESS:

(A) Closed Session [1:10:11 Hours Mark on the Audio Recording]

Attorney Kimon Manolius, 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 as outlined above.

(B) Open Session [1:10:55 Hours Mark on the Audio Recording]

After Closed Session, President Pahre called the meeting to order in Open Session with a quorum present. Attorney Manolius reported that the Board had met in Closed Session, as permitted by the Brown Act. He stated that in regards to Item No. 6.B.1.a, the Board was briefed about the matter, and gave guidance to its attorneys. He also stated that in regards to Item No. 6.B.1.b, the Board was briefed.

(12) NEW BUSINESS:

There was no “New Business” to discuss.

(13) COMMUNICATIONS: [1:11:33 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: [1:11:53 Hours Mark on the Audio Recording]

All business having been concluded Directors SNYDER/GARBARINO moved and seconded that the meeting be adjourned at 11:35 a.m. in the memory of retired Lieutenant Daniel Brown, retired Bus Mechanic Judith A. Carsello, and Richard Lee Butler.

Carried

Respectfully submitted,



Amorette M. Ko-Wong
Secretary of the District