



June 18, 2021

BOARD OF DIRECTORS MEETING
FRIDAY, JUNE 25, 2021

(5) CONSENT CALENDAR:

(A) Approve the Minutes of the following Meetings:

- (1) Transportation Committee of May 20, 2021;
- (2) Finance-Auditing Committee of May 20, 2021; and;
- (3) Board of Directors of May 21, 2021.

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, May 2021

Resolution

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May 20, 2021



**MINUTES OF THE TRANSPORTATION 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 Transportation Committee/Committee of the Whole (Committee) of the Golden Gate Bridge, Highway and Transportation District (District) was held via audio conferencing on Thursday, May 20, 2021, at 9:00 a.m., Chair Fredericks presiding.

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

Committee Members Present (8): Chair Fredericks, Vice Chair Arnold; Directors Hill, Mastin, Rabbitt, Rodoni and Snyder; President Pahre.

Committee Members Absent (0): None.

Other Directors Present (4): Directors Cochran, Garbarino, Hernández and Theriault.

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

Committee of the Whole Members Absent (3): Directors Grosboll, Melgar and Stefani.

[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; Attorney Kimon Manolius; Deputy General Manager/Administration and Development Kellee Hopper; Deputy General Manager/Bridge Division Steve Miller; Deputy General Manager/Bus Division Mona

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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.

Copies of all reports and presentations 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) Report of District Advisory Committees [2:32 Minutes Mark on the Audio Recording]

(a) Advisory Committee on Accessibility; (b) Bus Passengers Advisory Committee; and (c) Ferry Passengers Advisory Committee

General Manager Denis Mulligan presented the staff report, which was for informational purposes only and no action was taken.

(4) Approve the District's Zero-Emission Bus (ZEB) Rollout Plan and Board Resolution for Submittal to the California Air Resources Board (CARB) [3:36 Minutes Mark on the Audio Recording]

Deputy General Manager/Bus Division Mona Babauta highlighted some items in the staff report and introduced Sasha Pejic of Stantec who gave an overview of the ZEB Rollout Plan and presented the PowerPoint presentation.

Directors Mastin, Garbarino, Hill, Snyder, Theriault, Hernández, Arnold and Rodoni, and Chair Fredericks commented and inquired about the staff report. Directors Garbarino, Hill, Snyder, Hernández, Arnold and Rodoni and Chair Fredericks expressed their appreciation for the information provided in the staff report. Directors Theriault, Hernández and Hill suggested staff consider the value of additional solar installations beyond the one being implemented in San Rafael. Director Hill suggested that staff also consider other clean energy sources, which are available through Community Choice Aggregation (CCA). Director Arnold stated that she believes that Ford's introduction of the all-electric F-150 trucks would shift people's attitudes towards electric vehicles. She noted that the District's shift to all-electric vehicles would set an example for the country about the viability of electric buses.

Ms. Babauta, Mr. Mulligan and Mr. Pejic responded to the Directors' inquiries. Ms. Babauta stated the lifespan of a bus is about 10 to 12 years. She clarified that the District's team is planning for the buses to be able to climb the Waldo Grade which is the grade that is most demanding in the District's routes. Mr. Pejic confirmed the District could invest sooner in ZEB buses as the technology evolved. Ms. Babauta said that the District is due to replace its commuter coaches sometime in the next three years, and staff would monitor the market developments and could possibly recommend the District invest sooner than projected in the ZEB Rollout Plan. She stated the critical path was the equipment and charging technologies that would allow the District to meet ridership demands. She explained some of the District's procurement considerations, and the meaning of a block analysis, and outlined the District's risk considerations. Mr. Pejic explained the cost per

TRANSPORTATION COMMITTEE/COMMITTEE OF THE WHOLE
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mile comparison of the various technology mixes, noted the calculation is for the vehicle and clarified it does not include the other vehicle costs. He and Mr. Mulligan outlined the bus manufacturer industry's capabilities to produce the ZEB vehicles, and stressed the manufacturers would have to expand manufacturing capabilities to meet demand.

The following individual spoke under public comment: **[1:01:47 Hours Mark on the Audio Recording]**

- Dave Rhody, The Climate Reality Project

(a) Action by Committee

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

RECOMMENDATION

The Transportation Committee/Committee of the Whole recommends that the Board of Directors approve 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.

Action by the Board at its meeting of May 21, 2021 – Resolution

AYES (12): Directors Arnold, Fredericks, Garbarino, Hernández, Hill, Mastin, Rabbitt, Rodoni and Snyder; Second Vice President Cochran; First Vice President Theriault; President Pahre.

NOES (0): None.

ABSENT (3): Directors Grosboll, Melgar and Stefani.

(5) 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 **[1:06:48 Hours Mark on the Audio Recording]**

Deputy General Manager/Administration and Development Kellee Hopper introduced the District's consultant, Adam Dankberg of Kimley-Horn who presented the PowerPoint presentation. Mr. Mulligan stated that a recent California Environmental Quality Act (CEQA) court ruling indicated the project should identify a preferred alternative in the Draft Environmental Impact Report (DEIR). He noted that the selection of a preferred alternative does not indicate it is a final decision. He also spoke about the Regional Measure 3 funding, and noted that the key stakeholder agencies (SMART, City of San Rafael, Marin Transit, and Transportation Authority of Marin) would have to concur with the District's final selected alternative in order for the District to receive \$30 million of funding. He reviewed some of the reasons why staff recommends designating the Move Whistlestop Alternative as the preferred alternative.

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Directors Rabbitt, Hernández, Garbarino, Theriault, Hill, Snyder, Rodoni and Arnold commented and inquired about the staff report. Many of the Directors who spoke expressed appreciation for the project and the work on the alternatives. Directors Rabbitt, Hernández, Garbarino, Theriault, Rodoni and Arnold expressed appreciation for the public outreach that had been conducted to date. Director Hernández spoke about attending the Stakeholder Committee meetings of the various involved entities and the level of agreement amongst the group about the alternatives. She expressed support for the preferred alternative. Director Theriault asked how the Move Whistlestop Alternative would affect historic structures. Director Hill expressed support for the preferred alternative and the desirability of integrating transit centers with a viable residential and commercial area. Director Snyder stated that the Move Whistlestop Alternative appears to be the best option. Director Rodoni expressed his support for the Move Whistlestop Alternative. He expressed his view that rebuilding confidence in public transit was a key goal and the preferred alternative could play a role in rebuilding confidence. Director Arnold seconded Director Rodoni's comments. President Pahre expressed her appreciation for Director Hernández's engagement and efforts on the project.

Mr. Mulligan responded to the Directors' inquiries. He stated that the DEIR would include an Historic Report. He briefly explained that the Whistlestop Building is not eligible to be registered as an historic property because the original structure has been modified extensively. He said that if the Move Whistlestop Alternative is ultimately selected by the Board, the project representatives would communicate with San Rafael Heritage representatives about which parts of the Whistlestop Building reflect its original historic construction. He outlined some of the City of San Rafael's goals for housing in the area. He stated that when the new transit center is built, the District's existing transit center would be considered surplus and staff envisions selling it to a developer for uses, which are consistent with the City of San Rafael's General Plan. He noted the sale proceeds would help offset the cost of the new transit center.

The following individual spoke under public comment: **[1:44:59 Hours Mark on the Audio Recording]**

- Scott Kempf, Bus Passenger Advisory Committee
- Linzy Klumpp, San Rafael Heritage
- Warren Wells, Marin County Bicycle Coalition
- David Pilpel, County of San Francisco Resident
- Bill Carney, Sustainable San Rafael
- Leslie Simons

(a) Action by Committee

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

RECOMMENDATION

TRANSPORTATION COMMITTEE/COMMITTEE OF THE WHOLE
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The Transportation Committee/Committee of the Whole recommends that the Board of Directors designate 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.

Action by the Board at its meeting of May 21, 2021 – Resolution

AYES (10): Directors Fredericks, Hernández, Hill, Mastin, Rabbitt, Rodoni and Snyder; Second Vice President Cochran; First Vice President Theriault; President Pahre.

NOES (0): None.

ABSENT (5): Directors Arnold, Garbarino, Grosboll, Melgar and Stefani.

(6) Monthly Report on Bridge Traffic, Transit Ridership Trends, and Transit Service Performance [1:57:20 Hours Mark on the Audio Recording]

General Manager Denis Mulligan presented the staff report, which was for informational purposes only and no action was taken.

(7) Monthly Report on Activities Related to Marin Transit [1:58:16 Hours Mark on the Audio Recording]

General Manager Denis Mulligan presented the staff report, which was for informational purposes only and no action was taken. He stated that staff would keep the Board informed about staff's efforts to negotiate and extend the District's contract with Marin Transit to provide some of the local bus service.

(8) Public Comment [1:59:35 Hours Mark on the Audio Recording]

The following individual spoke under Public Comment:

- Hayden Miller, County of San Francisco Resident

Mr. Mulligan responded to the public comments. [2:01:54 Hours Mark on the Audio Recording]

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(9) Adjournment [2:03:28 Hours Mark on the Audio Recording]

All business having been concluded, Directors ARNOLD/MASTIN moved and seconded that the meeting be adjourned at 11:05 a.m.

Carried

Respectfully submitted,

Alice Fredericks, Chair
Transportation Committee

AF:AMK:EIE:mjl

DRAFT

May 20, 2021



MINUTES OF THE FINANCE-AUDITING COMMITTEE

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.

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<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 Golden Gate Bridge, Highway and Transportation District (District) was held via audio conference, on Thursday, May 20, 2021, at 11:10 a.m., Chair Rabbitt presiding.

(1) **Call to Order:** 11:10 a.m.

(2) **Roll Call:** Secretary of the District Amorette M. Ko-Wong.

Committee Members Present (5): Chair Rabbitt; Vice Chair Fredericks; Directors Cochran and Theriault; President Pahre.

Committee Members Absent (2): Directors Grosboll and Stefani.

Other Directors Present (4): Directors Hernández, Hill, Mastin and Snyder.

[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; 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; 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.

[Vice Chair Fredericks arrived.]

(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. She stated the portfolio remains well diversified and invested to meet legal requirements and the District's investment policy.

Director Theriault inquired about the Investment Report.

Ms. Murphy and Mr. Wire responded to the Director's inquiry.

(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 recommends that the Board of Directors approve the following actions:

- (i) Ratify commitments and/or expenditures totaling \$15,717.75 for the period of April 1, 2021 through April 30, 2021.
- (ii) Ratify investments made during the period April 13, 2021 through May 10, 2021.
- (iii) Authorize the reinvestment, within the established policy of the Board, of any investments maturing between May 11, 2021 and June 14, 2021 as well as the investment of all other funds not required to cover expenditures that may become available.
- (iv) Accept the Investment Report for April 2021.

Action by the Board at its meeting of May 21, 2021 – Resolution
CONSENT CALENDAR

AYES (5): Chair Rabbitt; Vice Chair Fredericks; Directors Cochran and Theriault; President Pahre.

NOES (0): None.

ABSENT (2): Directors Grosboll and Stefani.

(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 Fourth Amendment to Contract No. 2019-D-067, *Interim Temporary Staffing Services*, with Techie Brains, Inc. and Related Capital Budget Increase [13:48 Minutes Mark on the Audio Recording]**

Auditor-Controller Joseph Wire presented the staff report.

Director Mastin inquired about the staff report.

Mr. Wire responded to the Director's inquiry.

(a) **Action by the Committee**

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

RECOMMENDATION

The Finance-Auditing Committee recommends that the Board of Directors take the following actions relative to the Kronos Timekeeping Project:

- (i) Authorize 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,
- (ii) Authorize 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.

Action by the Board at its meeting of May 21, 2021 – Resolution
NON-CONSENT CALENDAR

AYES (5): Chair Rabbitt; Vice Chair Fredericks; Directors Cochran and Theriault; President Pahre.

NOES (0): None.

ABSENT (2): Directors Grosboll and Stefani.

(7) **Authorize Execution of an Extension to the Commercial Paper Line of Credit Agreement with JPMorgan Chase Bank [19:37 Minutes Mark on the Audio Recording]**

Auditor-Controller Joseph Wire presented the staff report.

Director Mastin inquired about the staff report.

Mr. Wire responded to the Director's inquiry.

(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 recommends that the Board of Directors authorize the execution of an extension of the Line of Credit with JPMorgan Chase Bank, for the Commercial Paper 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.

Action by the Board at its meeting of May 21, 2021 – Resolution
NON-CONSENT CALENDAR

AYES (5): Chair Rabbitt; Vice Chair Fredericks; Directors Cochran and Theriault; President Pahre.

NOES (0): None.

ABSENT (2): Directors Grosboll and Stefani.

(8) 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 [23:48 Minutes Mark on the Audio Recording]

Auditor-Controller Joseph Wire presented the staff report.

Director Mastin inquired about the staff report.

Mr. Wire responded to the Director's inquiry.

(a) Action by the Committee

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

RECOMMENDATION

The Finance-Auditing Committee recommends that the Board of Directors authorize 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*:

- (i) Authorize the award of a contract to P Square Solutions, LLC of Mount Laurel, NJ, in the not-to-exceed amount of:

1. \$3,456,937 for software, hardware, one-year warranty, and implementation of the interim toll collection system; and,
 2. \$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.
- (ii) Authorize 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;
- (iii) Establish a contract contingency in the amount of \$345,693 to address unanticipated items that may be discovered once work commences; and,
- (iv) Authorize 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.

Action by the Board at its meeting of May 21, 2021 – Resolution
NON-CONSENT CALENDAR

AYES (5): Chair Rabbitt; Vice Chair Fredericks; Directors Cochran and Theriault; President Pahre.

NOES (0): None.

ABSENT (2): Directors Grosboll and Stefani.

(9) 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 [29:14 Minutes Mark on the Audio Recording]

Deputy General Manager/Administration and Development Kellee Hopper 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 recommends that the Board of Directors 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, Concord, CA, as follows:

- (i) Authorize 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,

- (ii) Authorize 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.

Action by the Board at its meeting of May 21, 2021 – Resolution
NON-CONSENT CALENDAR

AYES (5): Chair Rabbitt; Vice Chair Fredericks; Directors Cochran and Theriault; President Pahre.

NOES (0): None.

ABSENT (2): Directors Grosboll and Stefani.

(10) Status Report on the FY 20/21 Budget [32:52 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 20/21 Adopted Budget is available on the District's website at: <https://www.goldengate.org/documents>.

Chair Rabbitt expressed appreciation for the information and format of the staff report.

The following individuals spoke under public comment: [35:37 Minutes Mark on the Audio Recording]

- Shane Weinstein, Amalgamated Transit Union (ATU) Local 1575

Chair Rabbitt commented about the federal stimulus funds including the American Rescue Plan Act (ARPA) funds, and how the Metropolitan Transportation Commission is working towards distribution of those funds.

(11) Initial Presentation of the Proposed FY 21/22 Operating and Capital Budget [40:21 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 *Proposed Budget FY 2021/2022* (proposed budget) is available on the District's website at: <https://www.goldengate.org/assets/1/6/2021-0520-financecomm-no11-proposedfy21-22budget-attachment.pdf>. He noted that the budget requires additional funding in order to balance revenue and expenses.

Mr. Wire expressed his appreciation for staff's efforts on this year's proposed budget, and he pointed out the title page, which lists the staff members and consultant who made key contributions. He said the District's budget had earned the Government Finance Officers Association Distinguished Budget Presentation Award for a number of years. He pointed to the General Manager's Message on page 9, and indicated it summarized many of the key points of the proposed budget.

He summarized the Pandemic's effect on the District's revenues as outlined in COVID-19 Impacts starting on page 17 and reviewed the COVID-19 Impacts on each division's projected revenue and expenses. As part of his Bridge Division review, he noted the District's resources to subsidize the cost of bus and ferry transit services have declined, and pointed out how its resources are anticipated to gradually increase in the coming year. As part of his Bus and Ferry Divisions review, he emphasized the significant declines in transit ridership. In addition, he reviewed the District's overall projected revenue and expenses, and the current projected \$49 million budget shortfall on page 36.

He summarized the proposed budget overview on page 39, the pie charts showing the projected revenue and expenses on page 41, and explained the clear section of the pie chart that represented the anticipated American Rescue Plan Act (ARPA) funding. He provided an overview of transit system funding as outlined on pages 43 and 44, and spoke about its significance. He said that about 48% of transit revenue in FY 20/21 was from one time funding sources.

He further explained the District's reserves as outlined starting on page 45, reviewed how the District's reserves are expected to be allocated as shown on page 48, and spoke about the District's Strategic Planning as overviewed on page 50.

He explained the Operating Budget Summary on page 61, and Operating Expenses on page 66. He pointed out the Bridge Division uses about 39% of the District's operating expenses budget and the Bus and Ferry Divisions use about 61% of the operating budget. He went through a table of the key categories of the operating expenses as shown on page 66. He noted the 15% increase from estimated actual expenses in FY 20/21 to proposed expenses in FY 21/22, and he touched upon the assumptions.

He said that staff is not proposing any changes to the Table of Organization on page 73.

He outlined the Capital Program Summary starting on page 74, and additional capital projects which could be moved into FY 21/22 starting on page 77. He pointed out that the Bridge, Bus, Ferry and District Division sections started on page 79, and he said these sections contained more details about these specific areas. He recommended reading the Status, Goals and Projects, and budgets for each division.

He concluded by reminding the Committee about staff's proposed recommendation for the proposed budget, which is included in the staff report and is anticipated to go before the full Board in June 2021. He went through each numbered item, which are top level highlights from the proposed budget.

Chair Rabbitt expressed his appreciation for the work done on the proposed budget. Directors Theriault and Cochran commented and inquired about the staff report. Director Theriault commented that work patterns may have changed, and as a result, Bridge traffic could change for the long term. He also commented he did not want the budget to limit labor negotiations. He said he did not want to see wage stagnation in the workforce. He reminded the Committee about the dangers of wage stagnation that were raised as part of the Investment Report. He asked that the key parties consider additional compensation for staff. He expressed his hope the ARPA funding would be distributed in the anticipated manner, and the Board would not have to consider the non-ARPA alternative. Director

Cochran inquired about the assumptions included in the projected Capital Reserves on page 48 and the District's contracted fuel prices.

Mr. Wire responded to the Director's inquiries.

(12) Monthly Review of Golden Gate Bridge Traffic/Tolls and Bus and Ferry Transit Patronage/Fares (for Ten Months Ending April 2021) [1:23:52 Hours Mark on the Audio Recording]

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

(13) Monthly Review of Financial Statements (for Ten Months Ending April 2021)

- (a) Statement of Revenue and Expenses**
- (b) Statement of Capital Programs and Expenditures**

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

[This item was taken out of order.]

(14) Public Comment [1:26:03 Hours Mark on the Audio Recording]

The following individual spoke under public comment:

- Shane Weinstein, ATU Local 1575

Mr. Mulligan responded to the public comments. [1:28:50 Hours Mark on the Audio Recording]

Chair Rabbitt commented on the public comments.

(15) Closed Session [1:30:12 Hours Mark on the Audio Recording]

Attorney Kimon Manolius at the request of Chair Rabbitt, 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 14 (a):

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

[1:31:01 Hours Mark on the Audio Recording]

After Closed Session, Chair Rabbitt 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 gave appropriate guidance to its negotiator for the matter.

(16) Adjournment [1:31:30 Hours Mark on the Audio Recording]

All business having been concluded Directors THERIAULT/COCHRAN moved and seconded that the meeting be adjourned at 12:45 p.m.

Carried

Respectfully submitted,

David A. Rabbitt, Chair
Finance-Auditing Committee

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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**

(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 Jacques.

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.

(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 incite 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.

- (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.

- (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

AMK:EIE:mjl

AGENDA ITEM NO. 5.B.

**RATIFICATION OF PREVIOUS ACTIONS BY THE AUDITOR-CONTROLLER
FINANCE-AUDITING COMMITTEE OF JUNE 24, 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 May 20, 2021. The staff report can be found on the District's web site at <https://www.goldengate.org/district/board-of-directors/meeting-documents>.

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