



Agenda Item No. (5)

BOARD OF DIRECTORS MEETING
FRIDAY, JANUARY 28, 2022

(5) CONSENT CALENDAR:

(A) Approve the Minutes of the following Meetings:

- (1) Building and Operating Committee of December 16, 2021;
- (2) Rules, Policy and Industrial Relations Committee of December 16, 2021;
- (3) Finance-Auditing Committee of December 16, 2021;
- (4) Governmental Affairs and Public Relations Committee of December 17, 2021; and,
- (5) Board of Directors of December 17, 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, December 2021

Resolution

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December 16, 2021



**MINUTES OF THE BUILDING AND OPERATING COMMITTEE/
COMMITTEE OF THE WHOLE**

Assembly Bill 361, signed by the Governor of the State of California on September 16, 2021, amends the Ralph M. Brown Act to allow Board members, staff and the public to participate remotely in meetings, without complying with traditional teleconference meeting rules.

**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 Building and Operating Committee/Committee of the Whole (Committee) of the Golden Gate Bridge, Highway and Transportation District (District) was held via audio conferencing on Thursday, December 16, 2021, at 9:01 a.m., Chair Theriault presiding.

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

Committee Members Present (8): Chair Theriault; Vice-Chair Garbarino; Directors Cochran, Conroy, Fredericks, Mastin and Rabbitt; President Pahre.

Committee Members Absent (1): Director Hernández.

Other Directors Present (4): Directors Grosboll, Hill, Rodoni and Snyder.

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

Committee of the Whole Members Absent (6): Directors Arnold, Giudice, Hernández, Melgar and Stefani.

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

Staff Present: General Manager Denis Mulligan; Auditor-Controller Joseph Wire; District Engineer Ewa Bauer-Furbush; Secretary of the District Amorette Ko-Wong; Attorney Kimon Manolius; Deputy General Manager/Bridge Division Steve Miller; Deputy General Manager/Bus Transit Division Mona Babauta; Deputy General Manager/Ferry Division

**BUILDING AND OPERATING COMMITTEE/COMMITTEE OF THE WHOLE
DECEMBER 16, 2021/PAGE 2**

James Swindler; Deputy General Manager/Administration and Development Kellee Hopper; Bridge Captain David Rivera; 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.

Chair Theriault said that he would welcome comments from all Board members present at the meeting.

[Directors Conroy and Grosboll arrived, and the Committee became a Committee of the Whole.]

(3) Approve Actions Relative to Reducing Wind Induced Sound Emanated by the Golden Gate Suspension Bridge West Railing [02:15 Minutes Mark on the Audio Recording]

District Engineer Ewa Bauer-Furbush presented the staff report.

[20:37 Minutes Mark on the Audio Recording]

Directors Mastin and Hill commented and inquired about the staff report. Director Mastin inquired about an alternative plan should the mitigation measure not work. Director Hill asked how long the components of the mitigation measure are expected to last.

Ms. Bauer-Furbush responded to the Directors' inquiries.

(a) Action by the Committee

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

RECOMMENDATION

The Building and Operating Committee/Committee of the Whole recommends that the Board of Directors approve actions relative to reducing wind induced sound emanated by the Golden Gate Suspension Bridge west railing as follows:

- (i) Approve an installation of 1/16-inch thick tapered U-shape aluminum clips with 1/16-inch thick vibration damping material inserts on both edges of the pickets of the new western bridge railing for the full length of the main span of the Suspension Bridge as described in the staff report;
- (ii) Approve an addition of a Suspension Bridge Sound Reduction Project in the FY 2021/22 Bridge Division Operating Budget with the estimated cost of \$450,000; and,
- (iii) Authorize the filing of a Notice of Exemption under the California Environmental Quality Act (CEQA) for the Suspension Bridge Sound Reduction Project;

**BUILDING AND OPERATING COMMITTEE/COMMITTEE OF THE WHOLE
DECEMBER 16, 2021/PAGE 3**

with the understanding that sufficient funds are available in the Bridge Division Operating Budget.

Action by the Board at its meeting of December 17, 2021 – Resolution

AYES (11): Directors Conroy, Fredericks, Garbarino, Grosboll, Hill, Mastin, Rodoni and Snyder; Second Vice President Cochran; First Vice President Theriault; President Pahre.

NOES (0): None.

ABSENT (6): Directors Arnold, Giudice, Hernández, Melgar, Rabbitt, and Stefani.

[Director Rabbitt arrived.]

(4) Status Report from Board Appointee(s) on Sonoma-Marín Area Rail Transit Board [25:18 Minutes Mark on the Audio Recording]

Director Garbarino provided a Sonoma-Marín Area Rail Transit (SMART) status report, which was for informational purposes only and no action was taken. President Pahre and Director Rabbitt added to the report.

(5) Status Report on Engineering Projects [29:43 Minutes Mark on the Audio Recording]

District Engineer Ewa Bauer-Furbush presented a status report, which was for informational purposes only and no action was taken.

(6) Public Comment [31:31 Minutes Mark on the Audio Recording]

The following individual spoke under Public Comment:

- Shane Weinstein, Amalgamated Transit Union, Local 1575

(7) Adjournment [32:58 Minutes Mark on the Audio Recording]

All business having been concluded, **Directors COCHRAN/SNYDER** moved and seconded that the meeting be adjourned at 9:34 a.m.

Carried

Respectfully submitted,

Michael Theriault, Chair
Building and Operating Committee

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December 16, 2021



**MINUTES OF THE RULES, POLICY AND INDUSTRIAL RELATIONS COMMITTEE/
COMMITTEE OF THE WHOLE**

Assembly Bill 361, signed by the Governor of the State of California on September 16, 2021, amends the Ralph M. Brown Act to allow Board members, staff and the public to participate remotely in meetings, without complying with traditional teleconference meeting rules.

**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 Rules, Policy and Industrial Relations Committee/Committee of the Whole (Committee) of the Golden Gate Bridge, Highway and Transportation District (District) was held via audio conference, on Thursday, December 16, 2021, at 9:38 a.m., Chair Arnold presiding.

- (1) **Call to Order:** 9:38 a.m.
- (2) **Roll Call:** Secretary of the District Amorette M. Ko-Wong

Committee Members Present (8): Chair Arnold; Vice Chair Theriault; Directors Cochran, Conroy, Garbarino, Grosboll and Hill; President Pahre.

Committee Members Absent (1): Director Hernández.

Other Directors Present (5): Directors Fredericks, Mastin, Rabbitt, Rodoni and Snyder.

Committee of the Whole Members Present (13): Directors Arnold, Conroy, Fredericks, Garbarino, Grosboll, Hill, Mastin, Rabbitt, Rodoni, and Snyder; Second Vice President Cochran; First Vice President Theriault; President Pahre.

Committee of the Whole Members Absent (4): Directors Giudice, Hernández, Melgar and Stefani.

[Note: On this date, there were two 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;

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RULES, POLICY AND INDUSTRIAL RELATIONS COMMITTEE/COMMITTEE OF THE WHOLE
DECEMBER 16, 2021/PAGE 2

Attorney Kimon Manolius; Deputy General Manager/Bridge Division Steve Miller; Deputy General Manager/Bus Transit Division Mona Babauta; Deputy General Manager/Ferry Division James Swindler; Deputy General Manager/Administration and Development Kellee Hopper; Executive Administrator to the General Manager Justine Bock; Senior Board Analyst Elizabeth Eells.

Copies of all reports are available on the District's web site at <https://www.goldengate.org/district/board-of-directors/meeting-documents/> or upon request from the Office of the District Secretary.

(3) Approve Actions Relative to the Table of Organization in the Bus Division [02:24 Minutes Mark on the Audio Recording]

Deputy General Manager/Bus Transit Division Mona Babauta presented the staff report. She pointed out an error in the Fiscal Impact section of the staff report on page 20. She said that the proposed salary for the Operations Control Center Manager is \$126,693, and the total estimated fiscal impact of the proposed changes would be \$1,234,322. She noted that the staff recommendation shows the correct salary for the Operations Control Center Manager.

Director Grosboll, Mastin, Theriault, Hill, Conroy, Rodoni, Rabbitt and Garbarino, President Pahre and Chair Arnold commented and inquired about the staff report.

Director Grosboll inquired about the fiscal impact of the changes. He commented that he thought the timing was not right to add so many management positions when the District has a reduced number of Bus Operators, and appears to have delayed pay increases. He said he cannot support the proposed changes, and he requested the item be postponed.

Director Mastin echoed Director Grosboll's comments. He also questioned the appropriateness of the changes in light of the delay in receiving the American Rescue Plan funding.

Director Theriault said he understood Director Grosboll's and Director Mastin's point of view, and how taking these steps could look before the District reaches a new labor agreement with the Bus Operators. He pointed out that a number of the proposed positions are related to increasing the number of Bus Operators, and an increase in the number of Bus Operators would help the pension plan. He also spoke about the importance of the Data Analytics and Project Management Unit to assess transit demand and service changes. He expressed support for the proposal.

President Pahre echoed Director Theriault's comments. She agreed that it was unfortunate there was misinformation regarding negotiations concerning Bus Operator raises. She added that the proposed changes appear to have been thoughtfully considered and developed. She said she was inclined to support the proposed changes. She inquired about the employees' reaction to the proposed changes. She added that the proposed changes appear to add to the behind the scene operations. She inquired how the Bus Operators would be affected by the proposed changes.

RULES, POLICY AND INDUSTRIAL RELATIONS COMMITTEE/COMMITTEE OF THE WHOLE
DECEMBER 16, 2021/PAGE 3

Director Hill inquired about how much of the reorganization is to address new requirements and regulations. He also inquired about how much Bus Operators' health issues are related to the mechanics and duration of their work.

Director Conroy expressed support for the item moving forward to the Board for consideration in light of staff's responses to the Directors' questions.

Director Rodoni expressed appreciation for the presentation. He also expressed concern about the increased administrative costs. He inquired about the additional initiatives that could get done as a result of the changes. He commented about the uncertainties in the current environment including the economy, public transportation and labor costs. He said he respects the Committee's position on the item, and asked if this is the right time to consider this item. He stated that he would likely abstain from voting on the item.

Director Rabbitt expressed his view that there are two ways to look at the proposed changes. He said the District could stay with the status quo – which would make growing in the future more difficult. Or, the District could ramp up the organization, provide additional service and be part of the broader re-opening. He said he thought the changes could help the Bus Operators pension plan, and the District's customers. He expressed support for the item going forward to the Board.

Director Garbarino expressed appreciation for the staff report. She expressed support for the comments of Directors Conroy and Rabbitt, and Mr. Mulligan.

Chair Arnold expressed appreciation for Board member comments, the excellent discussion, and staff's efforts on the proposal. She expressed her view that the initiative would add to employees' goodwill, and would be good for business.

Ms. Babauta and Mr. Mulligan responded to the Directors' inquiries. Mr. Mulligan stated that there had been some misinformation circulating about the District's wage proposals to the Bus Operators, and he said the Directors would receive an update in the Closed Session at the Board meeting the next day.

The following individuals spoke under public comment: **[41:07 Minutes Mark on the Audio Recording]**

- Shane Weinstein, Amalgamated Transit Union (ATU), Local 1575
- David Pilpel, San Francisco Resident
- Dru Fallon O'Neill, Former District Employee
- John Holden, Bus Operator

(a) Action by Committee

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

RECOMMENDATION

**RULES, POLICY AND INDUSTRIAL RELATIONS COMMITTEE/COMMITTEE OF
THE WHOLE
DECEMBER 16, 2021/PAGE 4**

The Rules, Policy and Industrial Relations Committee/Committee of the Whole recommends that the Board of Directors approve the following actions relative to the Bus Division's Table of Organization:

- (1) Amend the Table of Organization to reflect two new departments within the Bus Division:
 - (a) The Department of Transit Operations to be led by a Senior Director of Transit Operations at an annual salary range of \$152,006 to \$183,685, not including benefits; and,
 - (b) The Department of Business Operations to be led by a Senior Director of Business Operations at an annual salary range of \$152,006 to \$183,685, not including benefits;
- (2) Within the proposed Department of Transit Operations, establish three new operational units and reflect the following changes:
 - (a) Safety and Training
 - (i) Add one Director of Safety and Training at an annual salary range of \$127,130 to \$153,589, not including benefits, to report directly to the Senior Director of Transit Operations;
 - (ii) Add one Full-time Trainer at an annual salary range of \$107,848, not including benefits;
 - (iii) Change the current Safety and Training Supervisor position's reporting structure to report to the new Director of Safety and Training; and,
 - (iv) Add a second Safety and Training Supervisor at an annual salary range of \$103,147 to \$124,619, not including benefits;
 - (b) Transportation
 - (i) Add one Director of Transportation at an annual salary range of \$140,421 to \$169,723, not including benefits, and assign position to report directly to the Senior Director of Transit Operations;
 - (ii) Eliminate one Director of Bus Operations at an annual salary range of \$140,421 to \$169,723, not including benefits;
 - (iii) Add one Operations Control Center Manager position at an annual salary range of \$104,811 to \$126,693, not including benefits, to report to the Director of Transportation;
 - (iv) Eliminate one Superintendent of Transportation Operations at an annual salary range of \$120,682 to \$145,850, not including benefits;
 - (v) Add one Manager of Transportation Field Operations at an annual salary range of \$104,811 to \$126,693, not including benefits, to report to the Director of Transportation; and,
 - (vi) Eliminate one Superintendent of Safety and Training at an annual salary range of \$120,682 to \$145,850, not including benefits;
 - (c) Fleet and Facilities
 - (i) Add one Director of Fleet and Facilities at an annual salary range of \$140,421 to \$169,723, not including benefits, to report directly to the Senior Director of Transit Operations;
 - (ii) Eliminate one Director of Maintenance at an annual salary range of \$140,421 to \$169,723, not including benefits; and,

**RULES, POLICY AND INDUSTRIAL RELATIONS COMMITTEE/COMMITTEE OF
THE WHOLE
DECEMBER 16, 2021/PAGE 5**

- (iii) Eliminate one Superintendent of Fleet and Facilities at an annual salary savings of \$120,682 to \$145,850, not including benefits;
 - (3) Within the proposed Department of Business Operations, reflect three business units with the following changes:
 - (a) Bus Administration
 - (i) Change the Supervising Administrative Assistant position's reporting structure to report to the Senior Director of Business Operations;
 - (ii) Change the Safety and Training Coordinator position's reporting structure to report to the Supervising Administrative Assistant; and,
 - (iii) Add one Office Assistant position at an annual salary range of \$60,736 to \$73,299, not including benefits, to report directly to the Supervising Administrative Assistant;
 - (b) Data Analytics and Project Management
 - (i) Add one Director of Data Analytics and Project Management at an annual salary range of \$127,130 to \$153,589, not including benefits, to report directly to the Senior Director of Business Operations;
 - (ii) Retitle the Operations and Schedules Analyst position to a Senior Operations Analyst and change the reporting structure to report to the Director of Data Analytics and Project Management;
 - (iii) Change the Operations Analyst position's reporting structure to report to the Director of Data Analytics and Project Management;
 - (iv) Change the Office Technician position's reporting structure to report to the Director of Data Analytics and Project Management; and,
 - (v) Add one Project Assistant Volunteer position to be filled by a current employee on a voluntary basis and report to the Director of Data Analytics and Project Management;
 - (c) Schedules and Service Development
 - (i) Change the Director of Schedules and Service Development position's reporting structure to report to the Senior Director of Business Operations; and,
 - (ii) Eliminate the Schedules Technician position at an annual salary savings of \$73,590 to \$88,880, not including benefits; and,
- (4) Amend the Bus Division Table of Organization, accordingly, as shown on Attachment A to the staff report. It is anticipated that it will take four to six months to hire the new positions, which would result in almost all the additional expense not occurring until next fiscal year allowing sufficient funds in this year's FY 21/22 Bus Division's Operating Budget to cover salary changes for the recommendations. The \$1.2 million in additional expenses will be budgeted accordingly in future years.

Action by the Board at its meeting of December 17, 2021 – Resolution

**RULES, POLICY AND INDUSTRIAL RELATIONS COMMITTEE/COMMITTEE OF
THE WHOLE
DECEMBER 16, 2021/PAGE 6**

AYES (10): Directors Arnold, Conroy, Fredericks, Garbarino, Hill, Rabbitt, and Snyder; Second Vice President Cochran; First Vice President Theriault; President Pahre.
ABSTENTION (1) Rodoni
NOES (2): Directors Grosboll and Mastin.
ABSENT (4): Directors Giudice, Hernández, Melgar and Stefani.

Chair Arnold expressed appreciation for the discussion, and the answers received from staff. She also spoke about a general trend of employees leaving jobs and how many are making lifestyle changes in order to spend more time with family.

(4) Public Comment

There was no Public Comment.

(5) Adjournment [54:34 Minutes Mark on the Audio Recording]

All business having been concluded, Directors THERIAULT/HILL moved and seconded that the meeting be adjourn 10:33 a.m.

Carried

Respectfully submitted,

Judy Arnold, Chair
Rules, Policy and Industrial Relations Committee

JA:AMK:EIE:tnm

December 16, 2021



MINUTES OF THE FINANCE-AUDITING COMMITTEE

Assembly Bill 361, signed by the Governor of the State of California on September 16, 2021, amends the Ralph M. Brown Act to allow Board members, staff and the public to participate remotely in meetings, without complying with traditional teleconference meeting rules.

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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, December 16, 2021, at 10:39 a.m., Chair Rabbitt presiding.

- (1) **Call to Order:** 10:39 a.m.
- (2) **Roll Call:** Secretary of the District Amorette M. Ko-Wong.

Committee Members Present (6): Chair Rabbitt; Vice Chair Fredericks; Directors Cochran, Mastin and Theriault; President Pahre.

Committee Member Absent (3): Directors Giudice, Grosboll and Hernández.

Other Directors Present (2): Directors Garbarino and Hill.

Staff Present: General Manager Denis Mulligan; Auditor-Controller Joseph Wire; District Engineer Ewa Bauer-Furbush; Secretary of the District Amorette Ko-Wong; Attorney Kimon Manolius; Deputy General Manager/Bridge Division Steve Miller; Division Deputy General Manager/Ferry Division James Swindler; Deputy General Manager/Administration and Development Kellee Hopper; Director of Risk Management and Safety Kelli Vitale; 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.

[Director Fredericks arrived.]

(3) **Ratification of Previous Actions by the Auditor-Controller** [02:12 Minutes Mark on the Audio Recording]

Auditor-Controller Joseph Wire presented the Investment Report.

Director Cochran inquired about possible increases in interest rates.

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 approve the following actions:

- (i) There were no commitments and/or expenditures to ratify for the period of November 1, 2021 through November 30, 2021;
- (ii) Ratify investments made during the period November 9, 2021 through December 6, 2021;
- (iii) Authorize the reinvestment, within the established policy of the Board, of any investments maturing December 6, 2021 and January 17, 2022 as well as the investment of all other funds not required to cover expenditures that may become available; and,
- (iv) Accept the Investment Report for November 2021.

Action by the Board at its meeting of December 17, 2021 – Resolution
CONSENT CALENDAR

AYES (6): Chair Rabbitt; Vice Chair Fredericks; Directors Cochran, Mastin and Theriault; President Pahre.

NOES (0): None.

ABSENT (3): Directors Giudice, Grosboll and Hernández.

(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 Extension of Contract No. 2018-B-05, Consultants to Provide Technical Support for Toll Operations, and Related Actions** [07:15 Minutes Mark on the Audio Recording]

Auditor-Controller Joseph Wire presented the staff report.

(a) **Action by the Committee**

Staff recommended and the Committee concurred by motion made and seconded by **Directors 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 an extension to the Contract No. 2018-B-05, *Consultants to Provide Technical Support for Toll Operations*, as follows:

- (i) Authorize a contract extension through December 2023;
- (ii) Authorize additional funding for the on-call services Contract No. 2018-B-05 in an amount not-to-exceed \$2.6 million; and,
- (iii) Increase Capital Project #1525, *Toll System Upgrade* by an additional \$250,000 for consultant services.

Action by the Board at its meeting of December 17, 2021 – Resolution
NON-CONSENT CALENDAR

AYES (6): Chair Rabbitt; Vice Chair Fredericks; Directors Cochran, Mastin and Theriault; President Pahre.

NOES (0): None.

ABSENT (3): Directors Giudice, Grosboll and Hernández.

- (7) **Authorize Execution of the Third Amendment to the Parking Services Agreement with Parkmobile USA, Inc. and Parkmobile Group B.V. Relative to Contract No. 2014-FT-19, Collection of Parking Fees at Larkspur Ferry Terminal** [12:11 Minutes Mark on the Audio Recording]

Auditor-Controller Joseph Wire presented the staff report.

Chair Rabbitt inquired if the District was considering a switch as a result of the contractor's performance.

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 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 authorize execution of the Third Amendment to the Parking Services Agreement with Parkmobile USA, Inc. and Parkmobile Group B.V., relative to Contract No. 2014-FT-19, *Collection of Parking Fees at Larkspur Ferry Terminal*, in the amount not-to-exceed \$100,000, for maintenance and administration of the existing system for the collection of parking fees at Larkspur Ferry Terminal through December 31, 2022.

Action by the Board at its meeting of December 17, 2021 – Resolution
NON-CONSENT CALENDAR

AYES (6): Chair Rabbitt; Vice Chair Fredericks; Directors Cochran, Mastin and Theriault; President Pahre.
NOES (0): None.
ABSENT (3): Directors Giudice, Grosboll and Hernández.

(8) Status Report on the FY 21/22 Budget [16:54 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 21/22 Adopted Budget is available on the District's website at: <https://www.goldengate.org/documents>. He stated that the second tranche of the American Rescue Plan Act (ARPA) of \$24 million has been delayed as a result of a recent Department of Labor decision about a court case related to the California Public Employees' Pension Reform Act (PEPRA) of 2013. He said staff hopes to hear about a court decision related to this delay very soon.

The following individual spoke under public comment: [19:13 Minutes Mark on the Audio Recording]

- David Pilpel, San Francisco Resident

[21:15 Minutes Mark on the Audio Recording]

Mr. Wire responded to the public comment.

Chair Rabbitt added to Mr. Wire's response.

(9) Monthly Review of Golden Gate Bridge Traffic/Tolls and Bus and Ferry Transit Patronage/Fares (for Four Months Ending October 2021) [23:04 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.

(10) Monthly Review of Financial Statements (for Four Months Ending October 2021)

[25:08 Minutes Mark on the Audio Recording]

(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 actions were taken.

(11) **Closed Session [27:30 Minutes 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. 11(a):

- (a) Conference with Legal Counsel – Existing Litigation
Pursuant to Government Code Section 54956.9(a)
Report of Athens Administrators, Inc.
- (i) *Manuel Duque v. Golden Gate Bridge, Highway and Transportation District.*
 - (ii) *David Matthies v. Golden Gate Bridge, Highway and Transportation District.*
 - (iii) *Fred Williams v. Golden Gate Bridge, Highway and Transportation District.*

[28:26 Minutes 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 matters listed under Closed Session, outlined above. He reported that the Committee gave appropriate guidance to its legal counsel for the matters.

(12) **Public Comment [28:55 Minutes Mark on the Audio Recording]**

The following individual spoke under Public Comment:

- Shane Weinstein, Amalgamated Transit Union, Local 1575

[30:46 Minutes Mark on the Audio Recording]

Chair Rabbitt responded to the public comment.

(13) **Adjournment [30:57 Minutes Mark on the Audio Recording]**

All business having been concluded Directors THERIAULT/MASTIN moved and seconded that the meeting be adjourned at 11:27 a.m.

Carried

Respectfully submitted,

David A. Rabbitt, Chair
Finance-Auditing Committee

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December 17, 2021

MINUTES OF THE
GOVERNMENTAL AFFAIRS AND PUBLIC INFORMATION COMMITTEE

Assembly Bill 361, signed by the Governor of the State of California on September 16, 2021, amends the Ralph M. Brown Act to allow Board members, staff and the public to participate remotely in meetings, without complying with traditional teleconference meeting rules.

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Honorable Board of Directors
Golden Gate Bridge, Highway
and Transportation District

Honorable Members:

A meeting of the Governmental Affairs and Public Information Committee (Committee) of the Golden Gate Bridge, Highway and Transportation District (District) was held via audio conferencing on Friday, December 17, 2021, at 9:02 a.m., Vice Chair Hill presiding.

- (1) **Call to Order:** 9:02 a.m.
- (2) **Roll Call:** Secretary of the District Amorette M. Ko-Wong.

Committee Members Present (9): Vice Chair Hill; Directors Garbarino and Snyder; President Pahre. Directors Fredericks, Grosboll, Mastin, Rabbitt and Theriault were appointed Committee Members Pro Tem for this meeting only.

Committee Members Absent (5): Chair Cochran; and Directors Giudice, Hernández, Rodoni and Stefani.

Other Directors Present (0): None.

Staff Present: General Manager Denis Mulligan; Auditor-Controller Joseph Wire; Secretary of the District Amorette Ko-Wong; Attorney Kimon Manolius; Deputy General Manager/Bridge Division Steve Miller; Deputy General Manager/Bus Transit Division Mona Babauta; Deputy General Manager/Administration and Development Kellee Hopper Executive Administrator to the General Manager Justine Bock; Senior Board Analyst Elizabeth Eells.

A copy of the report is available on the District's web site at <https://www.goldengate.org/district/board-of-directors/meeting-documents> or upon request from

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**GOVERNMENTAL AFFAIRS AND PUBLIC INFORMATION COMMITTEE
DECEMBER 17, 2021/PAGE 2**

the Office of the District Secretary.

Acting Chair Hill stated that he would like to appoint the other Board members present to be Committee Members Pro Tem for this meeting.

(3) Approve the Implementation of the District's 2022 Legislative Platform [02:44 Minutes Mark on the Audio Recording]

General Manager Denis Mulligan presented the staff report.

[08:06 Minutes Mark on the Audio Recording]

Directors Mastin, Snyder, Theriault, and Rabbitt, and Acting Chair Hill commented and inquired about the staff report.

Director Mastin inquired about legislation that might prohibit charging pedestrian and bicycle tolls.

Director Snyder inquired about funding in jeopardy as a result of the Department of Labor's determination that the California Public Employees' Pension Reform Act (PEPRA) limits labor union's ability to bargain for wages and benefits.

Director Theriault highlighted that Vehicle Code changes would be required to allow transit buses to operate on highway shoulders.

Director Rabbitt inquired about Department of Motor Vehicle changes related to 45' buses and bike racks.

Acting Chair Hill inquired about the possibility of getting funding for electrical conversion for ferries.

Mr. Mulligan responded to the Directors' inquiries.

The following individual spoke under public comment: **[18:02 Minutes Mark on the Audio Recording]**

- David Pilpel, San Francisco Resident

[20:47 Minutes Mark on the Audio Recording]

Mr. Mulligan responded to the public comment.

(a) Action by the Committee

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

RECOMMENDATION

**GOVERNMENTAL AFFAIRS AND PUBLIC INFORMATION COMMITTEE
DECEMBER 17, 2021/PAGE 3**

The Governmental Affairs and Public Information Committee recommends that the Board of Directors approve the implementation of the 2022 Legislative Platform as attached to the staff report.

Action by the Board at its meeting of December 17, 2021 – Resolution

AYES (9): Vice Chair Hill; Directors Garbarino and Snyder; President Pahre. Directors Fredericks, Grosboll, Mastin, Rabbitt and Theriault were appointed Committee Members Pro Tem for this meeting only.

NOES (0): None.

ABSENT (5): Chair Cochran; and Directors Giudice, Hernández, Rodoni and Stefani.

(4) Public Comment [23:27 Minutes Mark on the Audio Recording]

There was no Public Comment.

(5) Adjournment [23:39 Minutes Mark on the Audio Recording]

All business having been concluded, **Directors GARBARINO/SNYDER** moved and seconded that the meeting be adjourned at 9:26 a.m.

Carried

Respectfully submitted,

Elbert Hill, Vice Chair
Governmental Affairs and Public Information Committee

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2021-12

GOLDEN GATE BRIDGE, HIGHWAY AND TRANSPORTATION DISTRICT

MEMORANDUM OF MINUTES

BOARD OF DIRECTORS MEETING

DECEMBER 17, 2021

Assembly Bill 361, signed by the Governor of the State of California on September 16, 2021, amends the Ralph M. Brown Act to allow Board members, staff and the public to participate remotely in meetings, without complying with traditional teleconference meeting rules.

These minutes are supplemented by the audio recording that is posted online at:
<https://www.goldengate.org/district/board-of-directors/meeting-documents>

The Board of Directors (Board) of the Golden Gate Bridge, Highway and Transportation District (District) met in regular session via audio conference, on Friday, December 17, 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 (16): Directors Arnold, Conroy, Fredericks, Garbarino, Giudice, Grosboll, Hill, Mastin, Melgar, Rabbitt, Rodoni, Snyder and Stefani; Second Vice President Cochran; First Vice President Theriault; President Pahre.

Directors Absent (1): Director Hernández.

[Note: On this date, there were two 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 Kimon Manolius and Elizabeth Masson; Deputy General Manager/Bridge Division Steve Miller; Deputy General Manager/Bus Transit Division Mona Babauta; Deputy General Manager/Ferry Division James Swindler; Deputy General Manager/Administration and Development Kellee Hopper; Executive Administrator to the General Manager Justine Bock; Senior Board Analyst Elizabeth Eells.

**BOARD OF DIRECTORS MEETING
DECEMBER 17, 2021/PAGE 2**

- (3) **PLEDGE OF ALLEGIANCE:** Director Elbert Hill. **[02:43 Minutes Mark on the Audio Recording]**

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.

[Director Conroy arrived.]

- (4) **PUBLIC COMMENT:** **[03:19 Minutes Mark on the Audio Recording]**

President Pahre inquired about the number of people who were present to make public comments. Secretary of the District Amorette Ko-Wong indicated there were 24 people who had indicated they would like to make public comments.

President Pahre requested that the people who make public comments limit their comments to two minutes or less.

Directors THERIAULT/MASTIN moved and seconded to extend the usual 30 minute Public Comment period to accommodate 24 people for two minutes each.

Carried

Ms. 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: **[04:52 Minutes Mark on the Audio Recording]**

- Dave Rhody, The Climate Reality Project
- Kymerlyrenée Gamboa, Sacramento County Resident
- Rahman Natouf, Bus Operator
- James Lindsay, Amalgamated Transit Union (ATU)
- Connie McFarland, ATU Local 192
- Troy Thornton, Bus Operator
- Brenda Sheppard, Bus Operator
- Miguel Navarro, Jr., ATU Local 1574
- Richard Marcantonio, Public Advocates
- Sultana Adams, ATU Local 192
- Wahetta Johnson, ATU Local 192
- David Herrera, Bus Operator
- Dave Davis, Bus Operator
- Stephanie St. Onge, ATU Local 265
- Joty Dhaliwal, People's Transit Alliance
- Jack Buckhorn, North Bay Labor Council
- Lisa Reed, Bus Operator
- Brandy Donaldson, ATU Local 192
- Bob Allen, Urban Habitat
- John Holden, Bus Operator

**BOARD OF DIRECTORS MEETING
DECEMBER 17, 2021/PAGE 3**

- Wilfred Owens, Bus Operator
- David Pilpel, San Francisco Resident
- Max Bell Alper, North Bay Jobs with Justice

Mr. Mulligan responded to the public comments. **[55:55 Minutes Mark on the Audio Recording]**

(5) CONSENT CALENDAR: [58:57 Minutes Mark on the Audio Recording]

Secretary of the District Amorette Ko-Wong presented the Consent Calendar, and stated she would ensure that Nancy Hellman Bechtle's last name was spelled correctly in the minutes.

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

AYES (16): Directors Arnold, Conroy, Fredericks, Garbarino, Giudice, Grosboll, Hill, Mastin, Melgar, Rabbitt, Rodoni, Snyder and Stefani; Second Vice President Cochran; First Vice President Theriault; President Pahre.
NOES (0): None.
ABSENT (1): Director Hernández.

(A) Approve the Minutes of the following Meetings:

- (1) Transportation Committee of November 18, 2021
- (2) Building and Operating Committee of November 18, 2021;
- (3) Finance-Auditing Committee of November 18, 2021;
- (4) Rules, Policy and Industrial Relations Committee of November 19, 2021;
- (5) Board of Directors of November 19, 2021.

Carried

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

Resolution No. 2021-092 (as detailed in the December 16, 2021 Finance-Auditing Committee meeting)

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

Adopted

(6) REPORTS OF OFFICERS:

(A) General Manager [1:00:57 Hour Mark on the Audio Recording]

Mr. Mulligan presented the General Manager Report. He stated that the District started Angel Island ferry service, commenced direct service between San Francisco and Tiburon and renumbered bus routes effective Monday, December 13, 2021.

He reviewed that the Metropolitan Transportation Commission had allocated \$43 million of the American Rescue Plan Act funding to the District but this funding is being delayed

**BOARD OF DIRECTORS MEETING
DECEMBER 17, 2021/PAGE 4**

as a result of a Department of Labor ruling related to the California Public Employees' Pension Reform Act (PEPRA). He indicated the District had collaborated with the State of California to seek to lift the funding delay, and the court could issue a ruling as early as the upcoming Monday, December 20, 2021.

He recognized the following employees for their service: Steve Miller, Alfonso Beasley and Enzo Fok.

(B) Attorney [1:09:03 Hour Mark on the Audio Recording]

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

(1) Closed Session

Attorney Manolius reported that a Closed Session, listed on the Board Agenda as Item Nos. 6.B.1.a., 6.B.1.b. and 6.B.1.c, 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.
 - (ii) *In re Toll Bridges Litigation: Sumatra Kendrick, an individual; Michelle Kelly, an individual and on behalf of herself and those similarly situated, v. Bay Area Toll Authority, Golden Gate Bridge, Highway and Transportation District, Xerox State and Local Solutions, Inc.; and Conduent State and Local Solutions, Inc.* San Francisco Superior Court; Case Numbers CGC-17-562613, consolidated with CGC-18-568084.
 - (iii) *William Montgomery v. Golden Gate Bridge, Highway and Transportation District*, San Francisco Superior Court, Case No. CGC-18-568084, United States District Court, Northern District of California, Case No. 3:18-cv-05518-RS.
- (b) Conference with Labor Negotiator
Pursuant to Government Code Section 54957.6
Report of Hanson Bridgett LLP
Employee organizations: Union Coalition and Amalgamated Transit Union Local 1575
- (c) Conference with Legal Counsel – Anticipated Litigation
Pursuant to Government Code Section 54956.9(d)(2)
Report of Hanson Bridgett, LLP
One Potential Case with Shimmick Construction Company, Inc./Danny's Construction Company LLC, a Joint Venture.

(C) **District Engineer [1:10:21 Hour Mark on the Audio Recording]**

District Engineer Ewa Bauer-Furbush presented the District Engineer Report, which was for informational purposes only and no action was taken. She highlighted some key developments in the Suicide Deterrent System project, and noted the contractor is finalizing work plans to install the net.

(7) **OTHER REPORTS:**

There were no Other Reports to discuss.

(8) **REPORT OF COMMITTEES: [1:12:11 Minutes Mark on the Audio Recording]**

President Pahre stated that Ms. Bauer-Furbush provided an update regarding staff's proposal to reduce the wind-induced sound on the Bridge at the Building and Operating Committee and the Committee members discussed the item.

(A) **Meeting of the Building and Operating Committee/Committee of the Whole
[1:12:52 Hour Mark on the Audio Recording]
December 16, 2021
Chair Michael Theriault**

(1) **Approve Actions Relative to Reducing Wind Induced Sound Emanated by the Golden Gate Suspension Bridge West Railing [1:12:59 Minutes Mark on the Audio Recording]**

Directors THERIAULT/FREDERICKS

Resolution No. 2021-093 approves actions relative to reducing wind-induced sound emanating from the Golden Gate Suspension Bridge west railing as follows:

- (a) Approves installation of 1/16-inch thick tapered U-shape aluminum clips with 1/16-inch thick vibration damping material inserts on both edges of the pickets of the new western bridge railing for the full length of the main span of the Suspension Bridge as described in this staff report;
- (b) Approves an addition of a Suspension Bridge Sound Reduction Project in the FY 2021/22 Bridge Division Operating Budget with the estimated cost of \$450,000; and,
- (c) Authorizes the filing of a Notice of Exemption under the California Environmental Quality Act (CEQA) for the Suspension Bridge Sound Reduction Project;

with the understanding that sufficient funds are available in the Bridge Division Operating Budget.

Adopted

**BOARD OF DIRECTORS MEETING
DECEMBER 17, 2021/PAGE 6**

AYES (16): Directors Arnold, Conroy, Fredericks, Garbarino, Giudice, Grosboll, Hill, Mastin, Melgar, Rabbitt, Rodoni, Snyder and Stefani; Second Vice President Cochran; First Vice President Theriault; President Pahre.

NOES (0): None.

ABSENT (1): Director Hernández.

**(B) Meeting of the Rules, Policy and Industrial Relations Committee/Committee of the Whole [1:15:35 Hour Mark on the Audio Recording]
December 16, 2021
Chair Judy Arnold**

President Pahre stated that the Rules Committee had a robust discussion about this item the day before. She expressed appreciation for the thoughtful and respectful dialogue. She noted that no represented positions are part of the reorganization.

Chair Arnold concurred with President Pahre's assessment about the excellent discussion in the Rules Committee, and she spoke about the value of planning.

(1) Approve Actions Relative to the Table of Organization in the Bus Division [1:16:43 Hour Mark on the Audio Recording]

Director Theriault commented that he supported the item and he expressed his view that the reorganization would work best when accompanied by the District's updated labor agreement with the Bus Operators.

Director Grosboll stated he opposed the item, and he said this item is problematic until the District reaches a labor agreement with the Bus Operators. He expressed concern about the \$1.2 million fiscal impact of the item, and indicated that this is not the time to approve this item.

Director Mastin stated he believes the reorganization is appropriate. He also expressed his view that the timing of the item is inappropriate in light of the delay of the American Rescue Plan funding and the state of the District's negotiations with ATU, the Bus Operators' union.

Director Rodoni stated he would vote no on the item. He said he is uncomfortable with the uncertainty around revenue, and the timing of the item. He also said that he would prefer this item be delayed for a month or two.

Director Hill concurred with Director Theriault's comments.

Directors ARNOLD/HILL

Resolution No. 2021-094 approves the following actions relative to the Bus Division's Table of Organization:

- (1) Amends the Table of Organization to reflect two, new departments within the Bus Division:

**BOARD OF DIRECTORS MEETING
DECEMBER 17, 2021/PAGE 7**

- (a) The Department of Transit Operations to be led by a Senior Director of Transit Operations at an annual salary range of \$152,006 to \$183,685, not including benefits; and,
 - (b) The Department of Business Operations to be led by a Senior Director of Business Operations at an annual salary range of \$152,006 to \$183,685, not including benefits;
- (2) Within the proposed Department of Transit Operations, establishes three, new operational units and reflect the following changes:
 - (a) Safety and Training
 - (i) Adds one Director of Safety and Training at an annual salary range of \$127,130 to \$153,589 not including benefits, to report directly to the Senior Director of Transit Operations;
 - (ii) Adds one Full-time Trainer at an annual salary range of \$107,848, not including benefits;
 - (iii) Changes the current Safety and Training Supervisor position's reporting structure to report to the new Director of Safety and Training; and,
 - (iv) Adds a second Safety and Training Supervisor at an annual salary range of \$103,147 to \$124,619, not including benefits;
 - (b) Transportation
 - (i) Adds one Director of Transportation at an annual salary range of \$140,421 to \$169,723, not including benefits, and assign position to report directly to the Senior Director of Transit Operations;
 - (ii) Eliminates one Director of Bus Operations at an annual salary range of \$140,421 to \$169,723, not including benefits;
 - (iii) Adds one Operations Control Center Manager position at an annual salary range of \$104,811 to \$126,693, not including benefits, to report to the Director of Transportation;
 - (iv) Eliminates one Superintendent of Transportation Operations at an annual salary range of \$120,682 to \$145,850, not including benefits;
 - (v) Adds one Manager of Transportation Field Operations at an annual salary range of \$104,811 to \$126,693, not including benefits, to report to the Director of Transportation; and,
 - (vi) Eliminates one Superintendent of Safety and Training at an annual salary range of \$120,682 to \$145,850, not including benefits;
 - (c) Fleet and Facilities
 - (i) Adds one Director of Fleet and Facilities at an annual salary range of \$140,421 to \$169,723, not including benefits, to report directly to the Senior Director of Transit Operations;
 - (ii) Eliminates one Director of Maintenance at an annual salary range of \$140,421 to \$169,723, not including benefits; and,
 - (iii) Eliminates one Superintendent of Fleet and Facilities at an annual salary savings of \$120,682 to \$145,850, not including benefits;

**BOARD OF DIRECTORS MEETING
DECEMBER 17, 2021/PAGE 8**

- (3) Within the proposed Department of Business Operations, reflects three business units with the following changes:
- (a) Bus Administration
 - (i) Changes the Supervising Administrative Assistant position's reporting structure to report to the Senior Director of Business Operations;
 - (ii) Changes the Safety and Training Coordinator position's reporting structure to report to the Supervising Administrative Assistant; and,
 - (iii) Adds one Office Assistant position at an annual salary range of \$60,736 to \$73,299, not including benefits, to report directly to the Supervising Administrative Assistant;
 - (b) Data Analytics and Project Management
 - (i) Adds one Director of Data Analytics and Project Management at an annual salary range of \$127,130 to \$153,589, not including benefits, to report directly to the Senior Director of Business Operations;
 - (ii) Retitles the Operations and Schedules Analyst position to Senior Operations Analyst and changes the reporting structure to report to the Director of Data Analytics and Project Management;
 - (iii) Changes the Operations Analyst position's reporting structure to report to the Director of Data Analytics and Project Management;
 - (iv) Changes the Office Technician position's reporting structure to report to the Director of Data Analytics and Project Management; and,
 - (v) Adds one Project Assistant Volunteer position to be filled by a current employee on a voluntary basis and report to the Director of Data Analytics and Project Management;
 - (c) Schedules and Service Development
 - (i) Changes the Director of Schedules and Service Development position's reporting structure to report to the Senior Director of Business Operations; and,
 - (ii) Eliminates the Schedules Technician position at an annual salary savings of \$73,590 to \$88,880, not including benefits; and,
- (4) Amends the Bus Division Table of Organization, accordingly, as shown on Attachment A of the staff report. It is anticipated that it will take four to six months to hire the new positions, which would result in almost all the additional expense not occurring until the next fiscal year allowing sufficient funds in this year's FY 21/22 Bus Division's Operating Budget to cover salary changes for the recommendations. The \$1.2 million in additional expenses will be budgeted accordingly in future years.

Adopted

**BOARD OF DIRECTORS MEETING
DECEMBER 17, 2021/PAGE 9**

AYES (11): Directors Arnold, Conroy, Fredericks, Garbarino, Giudice, Hill, Rabbitt and Snyder; Second Vice President Cochran; First Vice President Theriault; President Pahre.
NOES (5): Directors Grosboll, Mastin, Melgar, Rodoni and Stefani.
ABSENT (1): Director Hernández.

**(C) Meeting of the Finance-Auditing Committee [1:23:06 Hour Mark on the Audio Recording]
December 16, 2021
Chair David Rabbitt**

President Pahre stated the Finance-Auditing Committee members discussed these items in depth at the meeting the day before. She encouraged Board members to reach out to staff if they would like to learn more about toll and parking fee collection.

(1) Authorize Extension of Contract No. 2018-B-05, Consultants to Provide Technical Support for Toll Operations, and Related Actions [1:23:48 Hour Mark on the Audio Recording]

Directors RABBITT/COCHRAN

Resolution No. 2021-095 authorizes an extension to the Contract No. 2018-B-05, *Consultants to Provide Technical Support for Toll Operations*, as follows:

- (a) Authorizes a contract extension through December 2023;
- (b) Authorizes additional funding for the on-call services Contract No. 2018-B-05 in an amount not-to-exceed \$2.6 million; and,
- (c) Increases Capital Project #1525, *Toll System Upgrade* by an additional \$250,000 for consultant services.

Adopted

AYES (16): Directors Arnold, Conroy, Fredericks, Garbarino, Giudice, Grosboll, Hill, Mastin, Melgar, Rabbitt, Rodoni, Snyder and Stefani; Second Vice President Cochran; First Vice President Theriault; President Pahre.

NOES (0): None.

ABSENT (1): Director Hernández.

(2) Authorize Execution of the Third Amendment to the Parking Services Agreement with Parkmobile USA, Inc. and Parkmobile Group B.V. Relative to Contract No. 2014-FT-19, Collection of Parking Fees at Larkspur Ferry Terminal [1:26:00 Hour Mark on the Audio Recording]

Directors RABBITT/FREDERICKS

**BOARD OF DIRECTORS MEETING
DECEMBER 17, 2021/PAGE 10**

Resolution No. 2021-096 authorizes execution of the Third Amendment to the Parking Services Agreement with Parkmobile USA, Inc. and Parkmobile Group B.V., relative to Contract No. 2014-FT-19, *Collection of Parking Fees at Larkspur Ferry Terminal*, in the amount not-to-exceed \$100,000, for maintenance and administration of the existing system for the collection of parking fees at Larkspur Ferry Terminal through December 31, 2022.

Adopted

AYES (16): Directors Arnold, Conroy, Fredericks, Garbarino, Giudice, Grosboll, Hill, Mastin, Melgar, Rabbitt, Rodoni, Snyder and Stefani; Second Vice President Cochran; First Vice President Theriault; President Pahre.

NOES (0): None.

ABSENT (1): Director Hernández.

**(D) Meeting of the Governmental Affairs and Public Information Committee
[1:28:11 Hour Mark on the Audio Recording]
December 17, 2021
Vice Chair Elbert Hill**

President Pahre expressed appreciation to Vice Chair Hill for filling in for Chair Cochran.

**(1) Approve the Implementation of the District's 2022 Legislative Platform
[1:28:31 Hour Mark on the Audio Recording]**

President Pahre noted the Governmental Affairs Committee members had discussed the item at the Committee meeting.

Directors HILL/COCHRAN

Resolution No. 2021-097 approves the implementation of the 2022 Legislative Platform as attached to the staff report.

Adopted

AYES (16): Directors Arnold, Conroy, Fredericks, Garbarino, Giudice, Grosboll, Hill, Mastin, Melgar, Rabbitt, Rodoni, Snyder and Stefani; Second Vice President Cochran; First Vice President Theriault; President Pahre.

NOES (0): None.

ABSENT (1): Director Hernández.

(9) ADDRESSES TO BOARD:

There were no Addresses to Board to discuss.

(10) SPECIAL ORDER OF BUSINESS:

(A) Informational Report on Amalgamated Transit Union (ATU) Pension Plan's Actuarially Determined Contribution Shortfall [1:30:52 Hour Mark on the Audio Recording]

General Manager Denis Mulligan introduced the staff report, which was for informational purposes only and no action was required, and highlighted some of the unique features of the ATU pension plan. He introduced Attorney Elizabeth Masson who presented the staff report, and its exhibits. She explained how the ATU pension plan differs from other pension plans, and outlined the features that increase the cost of the pension plan and also its liabilities. She explained how plan changes could reduce the pension plan liabilities. She noted that a conservative estimate indicates that the pension plan liabilities and ADC (Actuarially Determined Contribution) shortfall could be reduced by 7.03% to 10.23%. Mr. Mulligan added to Ms. Masson's presentation. He explained how some features in the ATU pension were different from other plans and added to its liabilities.

Ms. Masson continued and pointed out an answer on page 68 to a Board's member question about whether or not American Rescue Plan Act (ARPA) funding relief could help the ATU pension plan. She noted that as a public plan the ATU pension plan was not eligible to receive the ARPA funding. She also pointed out the charts showing the District's contributions to the ATU pension plan on pages 68 and 69.

Director Theriault commented that the actuarial analysis that produced these estimates was completed in 2014. He noted that should the recommended changes be implemented, the estimates may prove to be higher than what would be realized. He pointed out that some Bus Operators were hired after PEPPRA (California Public Employees' Pension Reform Act) was in effect, and implementing a reform to base retirees' pension on the three highest years of salary would not realize savings for those employees who were hired after PEPPRA was implemented. He also said he was not sure how the California Vested Rights Rule and the outcome of the California Supreme Court case related to PEPPRA could affect actual results. He said he looks forward to more information.

Director Snyder inquired about the ratio of retirees to active members. He also inquired if the ATU pension plan is private or public. He commented that the ratio of active to retired Bus Operators was troubling. He asked if there was some way to merge the pension plan with another plan. He expressed his view that changes to the ATU pension plan would only do so much and expressed his support for the District eventually contributing more to the plan.

President Pahre commented that she had asked someone who is knowledgeable about pensions about the possibility of merging the ATU pension plan with a larger plan. She said she understood the District could explore the possibility of merging with another pension plan, but the ATU pension plan would likely have to address its structural issues and deficits first. She inquired about the number of spouses receiving benefits. She asked for clarification about the years the District made no District contributions to the ATU pension plan.

Mr. Mulligan and Ms. Masson responded to the Directors' comments. Mr. Mulligan concurred that the information is a snapshot in time and actual savings realized could be

**BOARD OF DIRECTORS MEETING
DECEMBER 17, 2021/PAGE 12**

different. He stated that the ATU could ask at the bargaining table to merge the plan with another pension plan. He noted that any new plan would impose their pension plan rules on the ATU members. He said the District and the Amalgamated Transit Union negotiated and agreed that no contributions would be made for a few years about 20 years ago. However, he noted that supplemental pension plan payments and wage increases were made concurrently with the cessation of pension contributions.

[Directors Arnold, Grosboll and Melgar departed.]

- (B) Adopt a Resolution in Accordance with Assembly Bill 361 Finding That the Proclaimed State of Emergency Continues to Impact the Ability to Meet Safely in Person [1:59:27 Hour Mark on the Audio Recording]**

Secretary of the District Amorette Ko-Wong presented the staff report.

Directors FREDERICKS/RABBITT

Resolution No. 2021-098 adopts a resolution in accordance with Assembly Bill 361, finding that the proclaimed state of emergency continues to have an impact on the ability to meet safely in person.

Adopted

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

NOES (0): None.

ABSENT (4): Directors Arnold, Grosboll, Hernández and Melgar,

[Director Arnold returned.]

- (C) Consider Possible Action to Terminate the Suspension of Board Procedural Rules and Policies for COVID-19 Related Emergency Actions [2:01:46 Hours Mark on the Audio Recording]**

General Manager Denis 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/COCHRAN moved and seconded to continue consideration of this item until the next Board meeting.

Carried

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

NOES (0): None.

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

**BOARD OF DIRECTORS MEETING
DECEMBER 17, 2021/PAGE 13**

President Pahre asked to postpone Agenda Item Nos. 10.D, 10.E and 10.F until after Closed Session under Agenda Item No. 11.

[Agenda Item Nos. 10.D, 10.E and 10.F were taken out of order.]

- (D) Authorize a Resolution of Appreciation to Denis Mulligan in Recognition of his Leadership During the Pandemic [2:08:34 Hours Mark on the Audio Recording]**

President Pahre stated that the Board elected to have its appreciation of the General Manager on the record. She said that on behalf of the Review of Officers Committee, she had worked with staff to create a Resolution of Appreciation, and for the record **[2:09:11 Hours Mark on the Audio Recording]** [2:09:11], she highlighted some of the key points including:

- Demonstrating steadfast and courageous leadership of the District including taking difficult steps to implement emergency measures to ensure the Golden Gate Bridge remained open as a safe public transportation corridor;
- Keeping the Board informed about operations, revenue service project, and COVID regulations while keeping the health and safety of employees at the core;
- Making necessary and difficult service reductions in response to a sudden and precipitous reduction in demand and closely monitoring demand to allow increasing service when possible;
- Crafting innovative solutions to the countless day-to-day crises that have confronted the District at every turn that no one could have imagined the District would face;
- Showing exemplary and consistent regional leadership to secure federal funding again and again in order to protect the District and its employees;
- Leading and inspiring staff over the pandemic and displaying boundless energy, enthusiasm and optimism that infected the entire District family;
- Supporting managers, departments, and employees as they developed seamless and effective remote working relationships during the pandemic;
- Instilling a sense of pride and belonging in staff even under the most difficult of circumstances; and
- Putting the interests of the District first and staying true to the District's mission.

Directors Garbarino, Fredericks, Arnold, Cochran, Giudice, Hill, Rabbitt, Theriault, and President Pahre expressed appreciation for Mr. Mulligan's contributions.

Director Fredericks spoke of Mr. Mulligan's leadership and ability to articulate key messages.

Director Arnold said that the Resolution encapsulates the wonderful things that Mr. Mulligan has done in a challenging atmosphere.

Director Cochran said he concurred and stated that Mr. Mulligan had done a fabulous job during tough times.

Director Giudice spoke about Mr. Mulligan's compassion for employees at the District.

**BOARD OF DIRECTORS MEETING
DECEMBER 17, 2021/PAGE 14**

Director Hill expressed appreciation for Mr. Mulligan's efforts to keep him and the rest of the Board well informed.

Director Rabbitt described Mr. Mulligan as having shown stellar leadership, being a consummate professional who is a master of knowing all aspects of the District, and sending accurate and frequent communications about COVID-19.

Director Theriault said he had found it to be a pleasure working with Mr. Mulligan and he looked forward to working even more closely with Mr. Mulligan.

President Pahre said that the District had an "A" team led by Mr. Mulligan, and she stated that he kept her well informed.

Mr. Mulligan's expressed appreciation for the Board's kind words, and trust in him and the rest of the team. He also expressed appreciation for the Board allowing him and the rest of the staff to do their jobs. He said he was honored and humbled to serve as their General Manager.

Directors RABBITT/HILL

Resolution No. 2021-099 authorizes the preparation and presentation of a Resolution of Appreciation to Denis Mulligan in recognition of his leadership during the pandemic.

Adopted

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

NOES (0): None.

ABSENT (4): Directors Grosboll, Hernández, Rodoni and Stefani.

[Director Conroy departed.]

(E) Authorize a Resolution of Appreciation to Alice Fredericks in Recognition of her Dedicated Service as Director of the Golden Gate Bridge, Highway and Transportation District Board [2:18:51 Hours Mark on the Audio Recording]

President Pahre spoke about Director Fredericks, her ten years of service to the Board and her roles as Chair of the Transportation Committee and Labor Advisory Committee, Vice Chair of the Finance-Auditing Committee, and member of the Building and Operating Committee, Advisory Committee of Diversity and Equity Issues, and a District representative on the Golden Gate Transit-Amalgamated Retirement Plan's Board of Trustees. She noted that Director Fredericks has the ability to read volumes of data, asks thoughtful questions, and elicits responses that help move the process along in a positive manner. She also spoke of her integrity, gracious and positive manner, and her dry sense of humor. In addition, she said she often has a quote or quick story to fit the occasion.

Directors Cochran, Garbarino, Theriault, Arnold and Hill, and President Pahre expressed appreciation for Director Fredericks service and contributions.

**BOARD OF DIRECTORS MEETING
DECEMBER 17, 2021/PAGE 15**

Director Cochran said that he would miss her.

Director Garbarino stated that Director Fredericks has handled duties and responsibilities with grace and aplomb. She expressed her hope that Director Fredericks would stay involved in the community and continue to be a mentor.

Director Theriault expressed appreciation for Director Fredericks' sense of humor.

President Pahre spoke about Director Fredericks' distinguished educational background including her Juris Doctor and status as a Psychologist.

Director Arnold told a story that she said she felt reflected Director Fredericks character, discernment, intelligence and wit. She also spoke about the volume of work she has done on various committees.

Director Hill commended her composure, patience, organization, leadership and management.

Director Fredericks stated that she started her tenure on the Board with the 75th Anniversary of the Bridge and is concluding it with numerous actions including a Resolution to Appreciate the General Manager. She expressed her appreciation for the Board and staff, and the public that benefits from the proceedings.

Directors ARNOLD/COCHRAN

Resolution No. 2021-100 approves the preparation and presentation of a Resolution of Appreciation to Alice Fredericks in recognition of her dedicated service as a Golden Gate Bridge District Director.

Adopted

AYES (11): Directors Arnold, Garbarino, Giudice, Hill, Mastin, Melgar, Rabbitt and Snyder; Second Vice President Cochran; First Vice President Theriault; President Pahre.

NOES (0): None.

ABSTENTION (1): Director Fredericks

ABSENT (5): Directors Conroy, Grosboll, Hernández, Rodoni and Stefani.

(F) Report from the Chair of the Nomination of Officers of the Board of Directors for 2022-2023 Advisory Committee [2:29:30 Hours Mark on the Audio Recording]

(1) Approve Selection of Officers of the Board of Directors for 2022-2023

Chair Arnold presented the Advisory Committee's Report. She reviewed the Committee's recommendation for the Officers of the Board for the Year 2022:

President Michael Theriault;
First Vice President Gerald Cochran; and
Second Vice President Elbert Hill.

She spoke about each nominated Director's tenure on the Board. She expressed appreciation for the Committee members.

The following individuals spoke under public comment:

- John Holden, Bus Operator
- David Pilpel, San Francisco Resident

Directors ARNOLD/SNYDER

Resolution No. 2020-101 approves the selection of Officers of the Board of Directors for the Year 2022: President Michael Theriault, First Vice President Gerald Cochran and Second Vice President Elbert Hill.

Adopted

AYES (11*): Directors Arnold, Fredericks, Garbarino, Giudice, Hill*, Mastin, Melgar, Rabbitt and Snyder; Second Vice President Cochran*; First Vice President Theriault*; President Pahre.

NOES (0): None.

ABSENT (5): Directors Conroy, Grosboll, Hernández, Rodoni and Stefani.

* Directors Cochran, Hill and Theriault voted for the slate of officers and abstained from voting for themselves.

(2) Changing of the Gavel [2:38:10 Hours Mark on the Audio Recording]

Outgoing President Barbara Pahre stated that this Special Order of Business item is to pass the gavel from herself to incoming President Michael Theriault.

President Pahre said that she has been honored to serve as President. She provided statistics about some of the unusual circumstances of her tenure, indicated the Bridge had started to sing, and reviewed some of the Board's key actions in the past two years. She expressed her appreciation for the Board and her hope that the Board would continue to model that respectful dialogue and questions can facilitate hard decisions being made amicably.

Barbara Pahre, outgoing President of the Board of Directors, presented the gavel to Michael Theriault, the newly appointed President of the Board of Directors, and extended her congratulations on behalf of the Board of Directors.

President Theriault accepted the gavel and expressed appreciation to Chair Arnold, and the other Board members who served on the Nomination of Officers Committee, and the Board members who voted in support of his nomination. He also thanked Mr. Holden and Mr. Pilpel for their supportive comments.

He said that President Pahre had handled herself with great distinction, graciousness, warmth and openness to other points of view. He said what President Pahre had put together in consultation with others such as Ms. Ko-Wong would serve him well during his term. He spoke of his plan to consult outgoing President Pahre frequently.

(11) UNFINISHED BUSINESS:

[This item was taken out of order after Agenda Item No. 10.C.]

(A) Closed Session [2:04:15 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 No. 6.B.1.a., 6.B.1.b., and 6.B.1.c. as outlined above.

(B) Open Session [2:05:24 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. With regard to Agenda Item No. 6.B.1.a., he stated the Board gave appropriate guidance about how to handle the matter to its attorneys. With regard to Agenda Item No. 6.B.1.b., he stated that the Board gave appropriate guidance about how to proceed to its negotiator. With regard to Agenda Item No. 6.B.1.c., he stated that the Board gave appropriate guidance about how to handle the matter to its attorneys.

[Directors Rodoni and Stefani departed.]

(12) NEW BUSINESS:

There was no New Business to discuss.

(13) COMMUNICATIONS: [2:42:06 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: [2:42:17 Hours Mark on the Audio Recording]

Directors Hill, Garbarino, Cochran, Snyder and Arnold expressed appreciation for outgoing President Pahre.

Director Hill expressed appreciation for outgoing President Pahre's patience, the time she spent counseling him, and her decision to purchase an electric car like her Tesla.

Director Garbarino echoed Director Hill's comments and said outgoing President Pahre was an excellent role model.

Director Cochran concurred with all the comments that had been made.

Director Snyder expressed appreciation for the time that outgoing President Pahre had spent briefing him when he first joined the Board.

**BOARD OF DIRECTORS MEETING
DECEMBER 17, 2021/PAGE 18**

Director Rabbitt spoke about outgoing President Pahre's grace, sage advice, positive attitude and collegiality of decision making.

Director Arnold stated that outgoing President Pahre was just what was needed in a leader during the pandemic. She said that she had the intelligence and heart to keep the Board centered.

All business having been concluded **Directors PAHRE/HILL** moved and seconded that the meeting be adjourned at 1:29 p.m. in the memory of Robert Joseph Dole, former U.S. Senator; Father Anthony Sauer, former President, Administrator and Teacher at St. Ignatius College Preparatory in San Francisco; and, Charlotte Mailliard Shultz, former Chief of Protocol for San Francisco and California.

Carried

Respectfully submitted,

Amorette M. Ko-Wong
Secretary of the District

AMK:EIE:tnm

AGENDA ITEM NO. 5.B.

**RATIFICATION OF PREVIOUS ACTIONS BY THE AUDITOR-CONTROLLER
FINANCE-AUDITING COMMITTEE OF JANUARY 27, 2022**

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

(1) Staff Report

The previous actions by the Auditor-Controller were presented to the Finance-Auditing Committee for approval at the meeting of January 27, 2022. 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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