



Agenda Item No. (5)

**BOARD OF DIRECTORS MEETING**  
**FRIDAY, FEBRUARY 25, 2022**

**(5) CONSENT CALENDAR:**

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

- (1) Transportation Committee of January 27, 2022;
- (2) Building and Operating Committee of January 27, 2022;
- (3) Finance-Auditing Committee of January 27, 2022; and,
- (4) Board of Directors of January 28, 2022.

**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, January 2022

**Resolution**

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January 27, 2022



**MINUTES OF THE TRANSPORTATION 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 Transportation Committee/Committee of the Whole (Committee) of the Golden Gate Bridge, Highway and Transportation District (District) was held via audio conferencing on Thursday, January 27, 2022, at 9:00 a.m., Chair Arnold presiding.

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

**Committee Members Present (7):** Chair Arnold; Vice Chair Hill; Directors Mastin, Rabbitt, Rodoni and Snyder; President Theriault.

**Committee Members Absent (1):** Director Melgar.

**Other Directors Present (6):** Directors Cochran, Conroy, Garbarino, Grosboll, Hernández and Pahre.

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

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

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

**Staff Present:** General Manager Denis Mulligan; Auditor-Controller Joseph Wire; District Engineer Ewa Bauer-Furbush; Secretary of the District Amorette Ko-Wong; Attorney Madeline Chun; Deputy General Manager/Bridge Division David Rivera; Deputy

**TRANSPORTATION COMMITTEE/COMMITTEE OF THE WHOLE  
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General Manager/Bus Transit Division Mona Babauta; Deputy General Manager/Ferry Division James Swindler; Deputy General Manager/Administration and Development Kellee Hopper; Director of Planning Ron Downing; ADA Compliance and Program Manager Jon Gaffney; 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.

**[Directors Conroy and Hernández arrived.]**

**(3) Report of District Advisory Committees [02:37 Minutes Mark on the Audio Recording]**

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

The staff report was for informational purposes only and no action was taken.

**(4) Approve Execution of a Multi-Year Agreement with Marin Transit for Regional Paratransit Service Effective February 1, 2022 Through June 30, 2025, with Options for Three Additional Years, and Related Actions [03:45 Minutes Mark on the Audio Recording]**

Director of Planning Ron Downing introduced ADA Compliance and Program Manager Jon Gaffney who presented the staff report.

**[11:50 Minutes Mark on the Audio Recording]**

Directors Mastin, Hill, Grosboll, Rodoni and President Theriault commented and inquired about the presentation.

Director Mastin inquired if the vehicles that would be provided to Transdev were included in the District's Zero Emission Bus (ZEB) program goals.

Director Hill said he had a similar question to Director Mastin. He inquired if any changes to the paratransit vehicles could trigger an amendment to the Paratransit Agreement.

Director Grosboll inquired about the current contractor, difference in cost between the current and proposed contract, and whether price was a factor in the contract award.

Director Rodoni commented that he had toured the Gillig bus manufacturing factory. He said that Marin Transit is having difficulties securing smaller electric buses and believes they may have to purchase buses with hydrogen fuel cell technology.

President Theriault commented that Transdev operates in 27 different countries and they should be able to operate the paratransit service effectively.

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Mr. Gaffney and Mr. Mulligan responded to the Directors' inquiries.

[Director Conroy departed]

**(a) Action by 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**

The Transportation Committee/Committee of the Whole recommends that the Board of Directors approve execution of a multi-year agreement with the Marin County Transit District for provision of the Golden Gate Bridge, Highway and Transportation District's Americans with Disabilities Act (ADA) regional paratransit services (Paratransit Agreement). The Paratransit Agreement has a total estimated cost not to exceed \$2 million, effective February 1, 2022 through June 30, 2025, for a three-year and five-month base contract term. The Committee also recommends that the Board authorize the General Manager to take all related actions to effectuate the terms of the new Paratransit Agreement, including the discretion to exercise three one-year options for extension through June 30, 2028.

**Action by the Board at its meeting of January 28, 2022 – Resolution**

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

**NOES (0):** None.

**ABSENT (4):** Directors Conroy, Giudice, Melgar and Stefani.

**(5) Monthly Report on Bridge Traffic, Transit Ridership Trends, and Transit Service Performance [19:04 Minutes 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 the report was through November 2021, which was before the COVID-19 omicron surge.

**(6) Monthly Report on Activities Related to Marin Transit [21:03 Minutes 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 said that staff is actively negotiating with Marin Transit for a new contract to provide local bus service for Marin Transit and looks forward to concluding negotiations in the next few months.

**TRANSPORTATION COMMITTEE/COMMITTEE OF THE WHOLE  
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**(7) Public Comment**

There were no public comments.

**(8) Adjournment [23:13 Minutes Mark on the Audio Recording]**

All business having been concluded, Directors HILL/MASTIN moved and seconded that the meeting be adjourned at 9:24 a.m.

**Carried**

Respectfully submitted,

Judy Arnold, Chair  
Transportation Committee

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January 27, 2022



**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.**

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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 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, January 27, 2022, at 9:30 a.m., Chair Garbarino presiding.

(1) **Call to Order:** 9:30 a.m.

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

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

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

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

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

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

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

**Staff Present:** General Manager Denis Mulligan; Auditor-Controller Joseph Wire; District Engineer Ewa Bauer-Furbush; Secretary of the District Amorette Ko-Wong; Attorney Madeline Chun; Deputy General Manager/Bridge Division David Rivera; Deputy General Manager/Bus Transit Division Mona Babauta; Deputy General Manager/Ferry Division

**BUILDING AND OPERATING COMMITTEE/COMMITTEE OF THE WHOLE  
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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 Award of Contract No. 2021-F-066, *On-Call Inspection and Service of the Inflatable Buoyant Apparatus and Marine Evacuation System*, to Avalon Rafts Sales & Service Inc. [02:26 Minutes Mark on the Audio Recording]**

Deputy General Manager/Ferry Division James Swindler presented the staff report.

Director Mastin inquired about the previous vendor.

Mr. Swindler 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/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 award of Contract No. 2021-F-066, *On-Call Inspection and Service of the Inflatable Buoyant Apparatus and Emergency Evacuation System*, to Avalon Rafts Sales & Service Inc., of Wilmington, CA, to provide service and inspection of Vessel Inflatable Buoyant Apparatus (IBA) and Marine Evacuation Slides (MES) for a three-year term, with two additional one-year options to be exercised at the General Manager's discretion, in a total not-to-exceed amount of \$597,614 over the entire term for the contract, including both option terms, provided funding is available within the District's annual operating budget.

**Action by the Board at its meeting of January 28, 2022 – Resolution**

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

**NOES (0):** None.

**ABSENT (5):** Directors Arnold, Giudice, Melgar, Snyder and Stefani.

**[Director Snyder arrived.]**

- (4) **Status Report from Board Appointee(s) on Sonoma-Marin Area Rail Transit Board [08:16 Minutes Mark on the Audio Recording]**



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

**(5) Status Report on Engineering Projects [15:22 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.

Directors Hernández and Rabbitt, and President Theriault commented and inquired about the status report.

Director Hernández expressed appreciation for the report and its updated format. She inquired about the District's Earthquake Response Plan. She also asked if the District experienced any negative effects from the recent tsunami and could experience any negative effects from any possible future tsunamis. In addition, she asked about the District's long-term plan for dealing with earthquakes and tsunamis. Furthermore, she asked how the District's tsunami response plan related to the seismic response plan.

President Theriault commented about the tsunami and ferry facilities. He inquired about the installation of the cables that would support the net of the Suicide Deterrent System.

Director Rabbitt inquired about the status of the wind retrofit and frequency of the wind conditions that created the sound that emanates from the Golden Gate Bridge. He commented on a broadcast he had seen that had reported inaccurate information.

Ms. Bauer-Furbush and Mr. Mulligan responded to the Directors' inquiries. Ms. Bauer-Furbush stated that her staff was reviewing the District's seismic response plan. She also stated staff will begin the process of gathering quotes for the fabrication of measures to mitigate the sound in the near future.

**(6) Public Comment**

There were no public comments.

**(7) Adjournment [28:21 Minutes Mark on the Audio Recording]**

All business having been concluded, **Directors RABBITT/HERNÁNDEZ** moved and seconded that the meeting be adjourned at 9:58 a.m.

**Carried**

Respectfully submitted,

Patricia Garbarino, Chair  
Building and Operating Committee

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## **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.**

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

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

Honorable Members:

A meeting of the Finance-Auditing Committee/Committee of the Whole (Committee) of the Golden Gate Bridge, Highway and Transportation District (District) was held via audio conference, on Thursday, January 27, 2022, at 10:05 a.m., Chair Rabbitt presiding.

- (1) Call to Order:** 10:05 a.m.
- (2) Roll Call:** Secretary of the District Amorette M. Ko-Wong.

**Committee Members Present (8):** Chair Rabbitt; Vice Chair Pahre; Directors Cochran, Giudice, Grosboll, Hernández and Mastin; President Theriault.

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

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

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

**Committee of the Whole Members Absent (4):** Directors Arnold, Conroy, Melgar and Stefani.

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

**Staff Present:** General Manager Denis Mulligan; Auditor-Controller Joseph Wire; Secretary of the District Amorette Ko-Wong; Attorney Madeline Chun; Deputy General Manager/Bridge Division David Rivera; Deputy General Manager/Ferry Division James Swindler; Deputy General Manager/Administration and Development Kellee Hopper;

**FINANCE-AUDITING COMMITTEE/COMMITTEE OF THE WHOLE  
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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.

**(3) Ratification of Previous Actions by the Auditor-Controller [01:59 Minutes Mark on the Audio Recording]**

Auditor-Controller Joseph Wire presented the Investment Report.

**(a) Action by the Committee**

Staff recommended and the Committee concurred by motion made and seconded by **Directors COCHRAN/PAHRE** 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 \$707,495.13 for the period of December 1, 2021 through December 31, 2021;
- (ii) Ratify investments made during the period December 7, 2021 through January 17, 2022;
- (iii) Authorize the reinvestment, within the established policy of the Board, of any investments maturing January 17, 2022 and February 14, 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 December 2021.

**Action by the Board at its meeting of January 28, 2022 – Resolution  
CONSENT CALENDAR**

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

**NOES (0):** None.

**ABSENT (5):** Directors Arnold, Conroy, Giudice, Melgar 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) **Approve Actions Relative to the Award of Sole Source Contract No. 2021-D-70, Genfare GFI Software System Upgrade, to Genfare [04:22 Minutes Mark on the Audio Recording]**

Deputy General Manager/Administration and Development Kellee Hopper presented the staff report.

Chair Rabbitt and Director Hill inquired about the staff report. Chair Rabbitt inquired if there had been any interim updates. Director Hill commented that there will likely be advances in fare paying software over the next decade and asked if staff anticipates future amendments to the contract.

Ms. Hopper responded to the inquiries.

(a) **Action by the Committee**

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

**RECOMMENDATION**

The Finance-Auditing Committee/Committee of the Whole recommends that the Board of Directors approve actions relative to the award of sole source Contract No. 2021-D-70, *Genfare GFI Software System Upgrade*, as follows:

- (i) Approve award of sole source Contract No. 2021-D-70, *Genfare GFI Software System Upgrade*, to Genfare of Elk Grove Village, IL, in the amount of \$515,143, with the understanding that \$269,482 will be for implementation of a software and hardware upgrade to be charged to Capital Project No. 1960, which includes installation and staff training, a contract contingency of \$53,896 equal to 20% of the contract award amount, and \$191,765 in operating costs for ongoing support and maintenance of the GFI system software (Network Manager/Garage Data System) and Genfare hardware (Data Probes, Garage Computers, PDU's) from Genfare for a three-year term and two optional one-year terms, exercisable at the discretion of the General Manager;
- (ii) Approve a budget increase in the FY 21/22 District Division Capital Budget in the amount of \$348,378, relative to Capital Project No. 1960, *Farebox System Upgrade*, for a total project cost of \$593,378; and,
- (iii) Authorize the General Manager or his designee to approve additional amendments to the Contract to allow for future years' annual recurring maintenance and support, provided that funding has been allocated in the annual budget and such renewals

are in the District's best interest. Subsequent year's maintenance and support may be subject to an annual cost increase not to exceed 3% of the prior year's pricing.

**Action by the Board at its meeting of January 28, 2022 – Resolution**  
**NON-CONSENT CALENDAR**

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

**NOES (0):** None.

**ABSENT (5):** Directors Arnold, Conroy, Giudice, Melgar and Stefani.

[Director Giudice arrived.]

**(7) Discussion Regarding Possible Changes to the Toll Penalties Process [10:53 Minutes Mark on the Audio Recording]**

Chair Rabbitt introduced the item and commented about the District's toll and penalties process. Auditor-Controller Joseph Wire presented the staff report.

**[24:42 Minutes Mark on the Audio Recording]**

Directors Hill, Grosboll, Pahre, Hernández and Giudice, Chair Rabbitt, and President Theriault commented and inquired about the staff report.

Director Hill commented that he drove across the Bridge without his Fastrak transponder, and the toll crossing transaction was still charged to his Fastrak account. He expressed appreciation for the process in place to allow such transactions. He stated that he is looking forward to the autonomous vehicle revolution.

Director Grosboll expressed appreciation for the preliminary plan outlined in the report and commented about the effectiveness of the All-Electric Toll program. He inquired about the percentage of toll penalties that have been paid by low-income people and people of color. He also inquired whether the penalty cap would be for all customers or just those customers with a low income. He expressed appreciation for staff's efforts to provide quality customer service to its toll customers. He requested ideas for how to make the tolls equitable for low-income people and people of color.

Director Pahre expressed appreciation for the report. She inquired about the incentives offered to pay tolls and penalties if the District implements a program to waive toll penalties.

Director Hernández expressed appreciation to staff for making efforts to incorporate the concepts of equity into a possible updated toll penalties process, and the members of the Equity and Diversity Issues Advisory Committee for their work studying equity issues. She asked if the first option for a Policy to Address Economic Hardship would include utilizing collection services. She also asked for statistics about the percentage of people who do not pay tolls. She encouraged staff to identify creative solutions to get businesses to promptly pay for their tolls. She expressed concern about the District's reliance on toll penalties revenue, and said she would reach out to staff to discuss these matters further.

Director Giudice commented on his experience paying for Bridge crossings. He said he would like to incorporate equity into the toll penalties process. He inquired about the District's outreach to people and businesses that are not paying their tolls including those who are low income and people of color.

Director Hill inquired about the statistics of cars without license plates, or with hidden or stolen license plates.

Chair Rabbitt inquired if staff anticipates revenues as a result of tolls and penalties. He expressed his view that the District should rely on toll revenue and not penalties revenue. He also inquired if the District has any pilot programs for means-based fares. He commented that the first option for a Policy to Address Economic Hardship would create a type of means-based approach to tolling penalties. He expressed support for the District partnering with another agency and having another entity handle the details associated with assessing people's incomes. He also expressed support for staff exploring the policy options outlined in the report and evaluating possible consequences to the extent possible.

Directors expressed support for District staff further exploring the options outlined in the staff report.

President Theriault requested more details about how the means-based testing would work on a practical level.

Mr. Wire and Mr. Mulligan responded to the comments and inquiries.

The following individual spoke under public comment: **[56:36 Minutes Mark on the Audio Recording]**

- David Pilpel, San Francisco Resident

**[Director Rodoni departed.]**

**(8) Status Report on the FY 21/22 Budget **[59:53 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>.

Director Mastin inquired about the projected recovery rates shown on pages 40 and 41, and asked if they would be revised.

Mr. Wire responded to the Director's inquiry. He stated that the second tranche of American Rescue Plan Act funding had been approved but not received.

The following individual spoke under public comment: **[1:02:32 Hour Mark on the Audio Recording]**

- David Pilpel, San Francisco Resident

**[1:04:38 Hour 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 Five- and Six-Months Ending November and December 2021)** [1:06:23 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. He highlighted how the District's revenue compares to its pre-pandemic revenue.

- (10) **Monthly Review of Financial Statements (for Five- and Six-Months Ending November and December 2021)** [1:13:00 Hour 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.

Chair Rabbitt expressed appreciation for the reports.

- (11) **Review of the District's FY 21/22 Second Quarterly Report of Judgments or Settled Claims** [1:16:48 Hour Mark on the Audio Recording]

Attorney Madeline Chun presented the staff report, which was for informational purposes only and no action was taken.

Chair Rabbitt expressed appreciation for the work of Director of Risk Management Kelli Vitale and her staff.

Director Cochran inquired about the staff report. He asked if the District staff sets aside funds for future medical expenses at the onset of an employee injury. He also asked if the funds to cover the workers compensation claims comes from a reserve.

Ms. Vitale and Mr. Wire responded to the Director's inquiries.

- (12) **Review of the Auditor-Controller's FY 21/22 Second Quarterly Report on Authorized Budget Adjustments and Budget Transfers Under the General Manager's Authority** [1:21:05 Hour 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) **Review of the Auditor-Controller's FY 21/22 Second Quarterly Report on Procurement Actions Under the General Manager's Authority** [1:21:56 Hour Mark on the Audio Recording]

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



(14) **Public Comment** [1:22:40 Hour Mark on the Audio Recording]

The following individuals spoke under Public Comment: [1:23:36 Hours Mark on the Audio Recording]

- Shane Weinstein, Amalgamated Transit Union, Local 1575
- David Pilpel, San Francisco Resident

[1:27:58 Hour Mark on the Audio Recording]

Chair Rabbitt responded to the public comment.

(15) **Adjournment** [1:28:12 Hour Mark on the Audio Recording]

All business having been concluded **Directors GIUDICE/COCHRAN** moved and seconded that the meeting be adjourned at 11:34 a.m.

**Carried**

Respectfully submitted,

David A. Rabbitt, Chair  
Finance-Auditing Committee

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2022-1

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

**MEMORANDUM OF MINUTES**

**BOARD OF DIRECTORS MEETING**

**JANUARY 28, 2022**

**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, January 28, 2022, at 10:02 a.m., President Theriault presiding.

President Theriault expressed appreciation for being selected as President. He said he hoped the pandemic would end while he was in office, and he looked forward to working with the other Board members over the next two years.

**ADMINISTER OATH OF OFFICE [00:45 Minutes Mark on the Audio Recording]**

At the beginning of the January 28, 2022, meeting of the Board, Secretary of the District Amorette Ko-Wong administered the Oath of Office to Holli Thier who was appointed to the District's Board by the Marin County Board of Supervisors.

Director Thier expressed appreciation for her appointment. She stated that she is humbled and honored to serve on the Board of Directors at such a critical time, and she has wanted to serve on the Board for many years. She said that she looks forward to working with the Board on key projects.

On behalf of the Board, President Theriault welcomed Director Thier to the Board.

**(1) CALL TO ORDER:** President Michael Theriault.

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- (2) **ROLL CALL:** Secretary of the District Amorette M. Ko-Wong.

**Directors Present (17):** Directors Arnold, Conroy, Garbarino, Giudice, Grosboll, Hernández, Mastin, Melgar, Pahre, Rabbitt, Rodoni, Snyder, Stefani and Thier; Second Vice President Hill; First Vice President Cochran; President Theriault.

**Directors Absent (0):** None

**[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 David Rivera; 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.

- (3) **PLEDGE OF ALLEGIANCE:** Director James Mastin. **[08:14 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.

- (4) **PUBLIC COMMENT:** **[08:47 Minutes Mark on the Audio Recording]**

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

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

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: **[09:42 Minutes Mark on the Audio Recording]**

- Manuel Gamboa, Sacramento County Resident
- Dave Rhody, The Climate Reality Project
- Shane Weinstein, Amalgamated Transit Union (ATU), Local 1575
- David Pilpel, San Francisco Resident
- Marina Secchitano, Labor Coalition
- Francis Gleason, Bus Operator
- Noah Griffin, Tiburon Town Council
- Jack Buckhorn, North Bay Labor Council
- Clifford Waldeck, Marin County Resident

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President Theriault inquired about the process for adding someone to the memorials listed at the end of the meeting. Ms. Ko-Wong responded to the President's inquiry.

**(5) CONSENT CALENDAR: [29:39 Minutes Mark on the Audio Recording]**

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

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

**AYES (15):** Directors Arnold, Conroy, Garbarino, Giudice, Grosboll, Mastin, Melgar, Pahre, Rabbitt, Rodoni, Snyder and Stefani; Second Vice President Hill; First Vice President Cochran; President Theriault.  
**NOES (0):** None.  
**ABSTENTIONS (2):** Directors Hernández and Thier.  
**ABSENT (0):** None.

Directors Hernández and Thier abstained from voting for the minutes of the meetings they did not attend.

**(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.

**Carried**

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

**Resolution No. 2022-001** (as detailed in the January 27, 2022 Finance-Auditing Committee meeting)

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

**Adopted**

**(6) REPORTS OF OFFICERS:**

**(A) General Manager [33:34 Minutes Mark on the Audio Recording]**

Mr. Mulligan presented the General Manager Report. He reported that he had signed a lease with AC Ventures for use of the Tiburon Ferry Landing, and outlined some of the key terms of the lease such as possession of the property, which includes the float, gangway and gate. He announced that the District was working with AC Ventures, Tideline Marine Group and the Town of Tiburon to facilitate late night water taxi service. He said the District would be operating a pilot program with mid-day and weekend service between

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Tiburon and San Francisco. He said this ferry service would help keep cars off the Golden Gate Bridge.

He indicated the District has partnered with the County of Marin to make the Larkspur Ferry Terminal parking lot available as a walk up COVID-19 testing site starting on Sunday, January 30, 2022 and continuing as long as necessary.

He said the Federal Transit Administration (FTA) had awarded the District the second tranche of \$43.8 million of the American Rescue Plan Act funding, and these funds would assist the District to meet its operating expenses this year as well as the next fiscal year. He stated that FTA funding for District capital projects could possibly be in jeopardy as a result of the Amalgamated Transit Union challenge against all California transit agencies' FTA grants as a result of the California Public Employees Pension Reform Act (PEPRA).

He spoke about the "great resignation" in which 2.8% to 3% of all U.S. workers had resigned each month for the last three months of 2021, and he contrasted this statistic with the District's statistic of 7% of the workforce that had left in the past year.

He stated that there had been an error in the *Informational Report on Amalgamated Transit Union ("ATU") Pension Plan's Actuarially Determined Contribution Shortfall* staff report in December of 2021, staff had corrected an error on page 6, and the revised report had been posted on the District's website at <https://www.goldengate.org/district/board-of-directors/meeting-documents>. He said the corrected information is that ATU members contributed 2% to their pension prior to March 1, 2015.

He recognized the following employees for their service: Aida Santiago, Donald Larrabure, Colin McDermott, Meredyth Knott, Robert Gelardi, Franklin McMurray, Tino Molossi, Richard Zavaglia and Ana Araya.

Director Hernández asked for clarification about the percentage of employees who had resigned from their jobs in 2021. She commented that she looked forward to getting more information about why some employees left the District's employment. She also inquired about the employee classifications that staff had identified as being paid below market wages.

Mr. Mulligan responded to the Director's inquiries. He indicated that roughly 8.8% of all workers in the U.S. had resigned from their jobs in the last three months of 2021. He also said that employee classifications of Security and Engineering are the ones that staff has identified as being paid below market wages.

**(B) Attorney [49:36 Minutes Mark on the Audio Recording]**

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

He stated that the Closed Session listed on the agenda would not be held.

**(C) District Engineer [50:11 Minutes Mark on the Audio Recording]**

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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. She said the District's contractors are working on the border cable that will hold the net, developing a special device to lift the net over the side of the suspension bridge, and continuing fabrication of the net. She also noted that staff are finalizing documents to solicit bids for several project in the next few months.

President Theriault stated that the District Engineer Report is quite lengthy and detailed, and is included with the Building and Operating Committee meeting materials.

**(7) OTHER REPORTS:**

There were no Other Reports to discuss.

**(8) REPORT OF COMMITTEES: [54:36 Minutes Mark on the Audio Recording]**

President Theriault stated that these items were reviewed and discussed in the Committee meetings the day before. He encouraged members of the public to attend the meetings if they would like to hear those discussions. He expressed gratitude to the District and Marin Transit staff who had negotiated the new Paratransit Agreement.

**(A) Meeting of the Transportation Committee/Committee of the Whole [55:34 Minutes Mark on the Audio Recording]  
January 27, 2022  
Chair Judy Arnold**

**(1) Approve Execution of a Multi-Year Agreement with Marin Transit for Regional Paratransit Service Effective February 1, 2022 Through June 30, 2025, with Options for Three Additional Years, and Related Actions [55:37 Minutes Mark on the Audio Recording]**

**Directors ARNOLD/PAHRE**

**Resolution No. 2022-002** approves execution of a multi-year agreement with the Marin County Transit District for provision of the Golden Gate Bridge, Highway and Transportation District's Americans with Disabilities Act (ADA) regional paratransit services (Paratransit Agreement). The Paratransit Agreement has a total estimated cost not to exceed \$2 million, effective February 1, 2022 through June 30, 2025, for a three-year and five-month base contract term. This action also authorizes the General Manager to take all related actions to effectuate the terms of the new Paratransit Agreement, including the discretion to exercise three one-year options for extension through June 30, 2028.

**Adopted**

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**AYES (17):** Directors Arnold, Conroy, Garbarino, Giudice, Grosboll, Hernández, Mastin, Melgar, Pahre, Rabbitt, Rodoni, Snyder, Stefani and Thier; Second Vice President Hill; First Vice President Cochran; President Theriault.

**NOES (0):** None.

**ABSENT (0):** None.

**[Director Arnold departed.]**

**(B) Meeting of the Building and Operating Committee/Committee of the Whole  
[58:28 Minutes Mark on the Audio Recording]  
January 27, 2022  
Chair Patricia Garbarino**

President Theriault welcomed Director Garbarino as the new Chair of the Building and Operating Committee.

**(1) Approve Award of Contract No. 2021-F-066, *On-Call Inspection and Service of the Inflatable Buoyant Apparatus and Marine Evacuation System*, to Avalon Rafts Sales & Service Inc. [58:49 Minutes Mark on the Audio Recording]**

**Directors GARBARINO/COCHRAN**

**Resolution No. 2022-003** approves award of Contract No. 2021-F-066, *On-Call Inspection and Service of the Inflatable Buoyant Apparatus and Emergency Evacuation System*, to Avalon Rafts Sales & Service Inc., of Wilmington, CA, to provide service and inspection of Vessel Inflatable Buoyant Apparatus (IBA) and Marine Evacuation Slides (MES) for a three-year term, with two additional one-year options to be exercised at the General Manager's discretion, in a total not-to-exceed amount of \$597,614 over the entire term for the contract, including both option terms, provided funding is available within the Golden Gate Bridge, Highway and Transportation District's annual operating budget.

**Adopted**

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

**NOES (0):** None.

**ABSENT (1):** Director Arnold.

**(C) Meeting of the Finance-Auditing Committee/Committee of the Whole [1:01:35 Hour Mark on the Audio Recording]  
January 27, 2022  
Chair David Rabbitt**



- (1) **Approve Actions Relative to the Award of Sole Source Contract No. 2021-D-70, Genfare GFI Software System Upgrade, to Genfare [1:01:58 Hour Mark on the Audio Recording]**

**Directors RABBITT/GIUCIDE**

**Resolution No. 2022-004** approves actions relative to the award of sole source Contract No. 2021-D-70, *Genfare GFI Software System Upgrade*, as follows:

- (a) Approves award of sole source Contract No. 2021-D-70, *Genfare GFI Software System Upgrade*, to Genfare of Elk Grove Village, IL, in the amount of \$515,143, with the understanding that \$269,482 will be for implementation of a software and hardware upgrade to be charged to Capital Project No. 1960, which includes installation and staff training, a contract contingency of \$53,896 equal to 20% of the contract award amount, and \$191,765 in operating costs for ongoing support and maintenance of the GFI system software (Network Manager/Garage Data System) and Genfare hardware (Data Probes, Garage Computers, PDU's) from Genfare for a three-year term and two optional one-year terms, exercisable at the discretion of the General Manager;
- (b) Approves a budget increase in the FY 21/22 District Division Capital Budget in the amount of \$348,378, relative to Capital Project No. 1960, *Farebox System Upgrade*, for a total project cost of \$593,378; and,
- (c) Authorizes the General Manager or his designee to approve additional amendments to the Contract to allow for future years' annual recurring maintenance and support, provided that funding has been allocated in the annual budget and such renewals are in the Golden Gate Bridge, Highway and Transportation District's best interest. Subsequent year's maintenance and support may be subject to an annual cost increase not to exceed 3% of the prior year's pricing.

**Adopted**

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

**NOES (0):** None.

**ABSENT (1):** Director Arnold.

[Director Rabbitt departed.]

(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** [1:05:47 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. He introduced Attorney Elizabeth Masson who presented the staff report about the ACERA case on the "California vested rights rule." For more information, see the Agenda Item No. 10A staff report at: <https://www.goldengate.org/assets/1/25/2022-0128-boardmeeting-no10a-informationalaceracase.pdf?7677>.

[1:13:07 Hour Mark on the Audio Recording]

Director Snyder asked about responsibility for the ATU Pension Plan and if the entity that is responsible, has any obligations to address shortfalls. He commented on the challenge of addressing the shortfalls without a legal framework.

Director Thier inquired about ATU's position on these items. She asked if the legal case in the report had been challenged. She commented that employee retention has become challenging for many organizations and changes to the pension plan might not support the goal of retention.

Mr. Mulligan and Ms. Masson responded to the Directors' comments and inquiries. Mr. Mulligan clarified that the ATU Pension Plan Board of Trustees are the ones with the fiduciary responsibility to ensure the plan is solvent. Ms. Masson stated that the case on which she reported was decided by the California Supreme Court – the final arbiter of California law.

[Directors Conroy and Grosboll 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** [1:22:42 Hour Mark on the Audio Recording]

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

**Directors GARBARINO/PAHRE**

**Resolution No. 2022-005** 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 Garbarino, Giudice, Hernández, Mastin, Melgar, Pahre, Rodoni, Snyder, Stefani and Thier; Second Vice President Hill; First Vice President Cochran; President Theriault.

**NOES (0):** None.

**ABSENT (4):** Directors Arnold, Conroy, Grosboll and Rabbitt.

[Director Grosboll returned.]

- (C) **Consider Possible Action to Terminate the Suspension of Board Procedural Rules and Policies for COVID-19 Related Emergency Actions** [1:25:03 Hour Mark on the Audio Recording]

General Manager Denis Mulligan presented the staff report.

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

**Carried**

**AYES (14):** Directors Garbarino, Giudice, Grosboll, Hernández, Mastin, Melgar, Pahre, Rodoni, Snyder, Stefani and Thier; Second Vice President Hill; First Vice President Cochran; President Theriault.

**NOES (0):** None.

**ABSENT (3):** Directors Arnold, Conroy and Rabbitt.

- (D) **Ratify Appointment by the Board President to Represent the Golden Gate Bridge, Highway and Transportation District on Other Board** [1:27:28 Hour Mark on the Audio Recording]

President Theriault reviewed the recommendation.

Director Snyder stated that he looked forward to serving.

**Directors COCHRAN/HERNANDEZ**

**Resolution No. 2022-006** ratifies the appointment by the President of the Board of Directors to represent the Golden Gate Bridge, Highway and Transportation District, as follows:

**Amalgamated Transit Health and Welfare Trust and Retirement Board**  
**(1 seat to be filled)**

Trustee: Chris Snyder (Replaces Trustee Alice Fredericks)

Term: January 28, 2022 to January 31, 2023

**Adopted**

**AYES (13):** Directors Garbarino, Giudice, Grosboll, Hernández, Mastin, Melgar, Pahre, Rodoni, Stefani and Thier; Second Vice President Hill; First Vice President Cochran; President Theriault.

**NOES (0):** None.

**ABSTENTION (1):** Director Snyder.

**ABSENT (3):** Directors Arnold, Conroy and Rabbitt.

- (11) **UNFINISHED BUSINESS:**

There was no Unfinished Business to discuss.

(12) **NEW BUSINESS:**

There was no New Business to discuss.

(13) **COMMUNICATIONS:** [1:30:28 Hour 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:** [1:30:35 Hour Mark on the Audio Recording]

All business having been concluded **Directors THIER/HERNÁNDEZ** moved and seconded that the meeting be adjourned at 11:34 a.m. in the memory of Bruce Orcutt, Ray Schlesinger, Thomas Nolan Morgan, Jr., Carolyn Dong, Michelle Alyssa Go and Bruce Pettit.

**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 FEBRUARY 24, 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 February 24, 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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