

March 24, 2022



**MINUTES OF THE FINANCE-AUDITING 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 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, March 24, 2022, at 10:36 a.m., Chair Rabbitt presiding.

- (1) **Call to Order:** 10:36 a.m.
- (2) **Roll Call:** Secretary of the District Amorette M. Ko-Wong.

**Committee Members Present (7):** Chair Rabbitt; Vice Chair Pahre; Directors Cochran, Grosboll, Hernández and Mastin; President Theriault.

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

**Other Directors Present (3):** Directors Garbarino, Hill and Thier.

**Committee of the Whole Members Present (10):** Directors Garbarino, Grosboll, Hernández, Mastin, Pahre, Rabbitt and Thier; Second Vice President Hill; First Vice President Cochran; President Theriault.

**Committee of the Whole Members Absent (7):** Directors Arnold, Conroy, Giudice, Melgar, Rodoni, Snyder 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; Secretary of the District Amorette Ko-Wong; Attorney Kimon Manolius; Deputy General Manager/Bridge Division David Rivera; Deputy General Manager/Bus Transit Division

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Mona Babauta; Deputy General Manager/Administration and Development Kellee Hopper; Director of Capital and Grant Programs Amy Frye; 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 [02:07 Minutes Mark on the Audio Recording]**

PFM Senior Managing Consultant Lesley Murphy presented the Investment Report.

**[10:25 Minutes Mark on the Audio Recording]**

Chair Rabbitt expressed appreciation for the report.

Director Hill commented that inflation affects various products.

**(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) There are no commitments and/or expenditures to ratify for the period of February 1, 2022 through February 28, 2022;
- (ii) Ratify investments made during the period February 15, 2022 through March 14, 2022;
- (iii) Authorize the reinvestment, within the established policy of the Board, of any investments maturing March 14, 2022 and April 11, 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 February 2022.

**Action by the Board at its meeting of March 25, 2022 – Resolution  
CONSENT CALENDAR**

**AYES (10):** Directors Garbarino, Grosboll, Hernández, Mastin, Pahre, Rabbitt and Thier; Second Vice President Hill; First Vice President Cochran; President Theriault.

**NOES (0):** None.

**ABSENT (7):** Directors Arnold, Conroy, Giudice, Melgar, Rodoni, Snyder and Stefani.

(4) **Authorize Budget Adjustment(s) and/or Transfer(s)**

- (a) **Budget Increase in the FY 21/22 Bridge Division Capital Budget for Project #1526, Golden Gate Bridge Physical Suicide Deterrent System Project [12:57 Minutes Mark on the Audio Recording]**

(i) **Action by the Committee**

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

**RECOMMENDATION**

The Finance-Auditing Committee/Committee of the Whole recommends, in concurrence with the Building and Operating Committee at its meeting on March 24, 2022, that the Board of Directors authorize a budget increase in the amount of \$2,290,000 to the *Golden Gate Bridge Physical Suicide Deterrent System Project* (Project #1526), to be financed with District reserves, to finance additional consultant support services relative to construction Contract No. 2016-B-01, *Golden Gate Bridge Physical Suicide Deterrent System and Wind Retrofit Projects*.

**Action by the Board at its meeting of March 25, 2022 – Resolution Refer to Building and Operating Committee Meeting of March 24, 2022**  
**NON-CONSENT CALENDAR**

- AYES (10):** Directors Garbarino, Grosboll, Hernández, Mastin, Pahre, Rabbitt and Thier; Second Vice President Hill; First Vice President Cochran; President Theriault.
- NOES (0):** None.
- ABSENT (7):** Directors Arnold, Conroy, Giudice, Melgar, Rodoni, Snyder and Stefani.

- (b) **Budget Increase in the FY 21/22 Ferry Division Capital Budget for Project #2140, Ferry Vessel Rehab [15:08 Minutes Mark on the Audio Recording]**

(i) **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 Finance-Auditing Committee/Committee of the Whole in concurrence with the Building and Operating Committee at its meeting on March 24, 2022 that the Board of Directors authorize an increase in the FY 21/22 Ferry Division Capital Budget for Project #2140, *Ferry Vessel Rehab*, in the amount of \$800,000, relative to repairs on the *M.V. Golden Gate and M.V. Napa*.

**Action by the Board at its meeting of March 25, 2022 – Resolution**  
**Refer to Building and Operating Committee Meeting of March 24, 2022**  
**NON-CONSENT CALENDAR**

- AYES (10):** Directors Garbarino, Grosboll, Hernández, Mastin, Pahre, Rabbitt and Thier; Second Vice President Hill; First Vice President Cochran; President Theriault.
- NOES (0):** None.
- ABSENT (7):** Directors Arnold, Conroy, Giudice, Melgar, Rodoni, Snyder and Stefani.

[Director Thier departed, and with her departure, the Committee of the Whole became a Committee.]

**(5) Authorize Actions Related to Grant Programs**

**(a) Approve Actions Relative to the Low Carbon Transit Operations Program (LCTOP) [17:06 Minutes Mark on the Audio Recording]**

Director of Capital and Grant Programs Amy Frye presented the staff report.

**[19:21 Minutes Mark on the Audio Recording]**

Director Mastin asked about consideration of an electric ferry and about the low carbon aspect of purchasing a ferry.

Director Pahre inquired if District staff would consider purchasing a wind-assisted ferry and the range of wind-assisted ferries.

Director Hill commented that low carbon diesel is not actually low carbon.

Chair Rabbitt commented that he looks forward to additional technology in the green technology arena and the challenges of new technology.

Mr. Mulligan responded to the Directors' inquiries. He said that District staff anticipate that the District's first green ferry will likely be a retrofitted Spaulding ferry.

The following individual spoke under public comment: **[24:11 Minutes Mark on the Audio Recording]**

- David Pilpel, San Francisco Resident

**[25:57 Minutes Mark on the Audio Recording]**

Chair Rabbitt asked Mr. Mulligan to respond to the public comment.

Director Hill inquired if the District staff could consider a hybrid ferry.

Mr. Mulligan responded to the Director's inquiry.

**(b) Action by the Committee**

Staff recommended and the Committee concurred by motion made and seconded by **Directors PHARE/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 necessary to secure FY 21/22 Low Carbon Transit Operations Program (LCTOP) grant funds to support transit capital and operating projects for the Golden Gate Bridge, Highway and Transportation District:

1. Approve submission of one LCTOP grant application in FY 21/22 for the new vessel acquisition project;
2. Certify that the District will comply with all conditions and requirements set forth in the LCTOP certification and assurances, authorized agent documents, applicable statutes, regulations, and guidelines for all LCTOP-funded transit projects; and,
3. Authorize the General Manager, or his designee, to execute for and on behalf of the District any documents necessary to apply for and receive LCTOP funding, including certifications and assurances, authorized agent forms, and agreements relative to the FY 21/22 LCTOP program.

**Action by the Board at its meeting of March 25, 2022 – Resolution  
NON-CONSENT CALENDAR**

**AYES (7):** Chair Rabbitt; Vice Chair Pahre; Directors Cochran, Grosboll, Hernández and Mastin; President Theriault.  
**NOES (0):** None.  
**ABSENT (1):** Director Giudice.

**(6) Renew Annual Delegation of Investment Management Authority to the Auditor-Controller as per Rule XI, INVESTMENT POLICY, of the Rules of the Board [30:06 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/MASTIN** to forward the following recommendation to the Board of Directors for its consideration:

**RECOMMENDATION**

The Finance-Auditing Committee recommends that the Board of Directors renew the annual delegation of investment management authority to the Auditor-Controller for FY 22/23 as per **RULE XI, INVESTMENT POLICY, Section E, Delegation of Authority**, of the *Rules of the Board*, and as provided for in California Government Code Section 53607.

**Action by the Board at its meeting of March 25, 2022 – Resolution  
NON-CONSENT CALENDAR**

**AYES (7):** Chair Rabbitt; Vice Chair Pahre; Directors Cochran, Grosboll, Hernández and Mastin; President Theriault.

**NOES (0):** None.

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

(7) **Approve Actions Relative to the ERP (Enterprise Resource Planning) Implementation Project [32:41 Minutes Mark on the Audio Recording]**

Auditor-Controller Joseph Wire presented the staff report. He reviewed the benefits and complexity of the new ERP system. He expressed appreciation for the efforts of the ERP team, who are shown in the staff report on page 67, and the Project Manager Malini Brown who has been working on the project from the beginning. He noted that implementation would begin in May 2022 and not March 2022 as stated in the staff report.

**[42:58 Minutes Mark on the Audio Recording]**

Chair Rabbitt commented that the ERP project is a large project, which is necessary to keep the District's software systems up to date, and expressed appreciation for staff's efforts on such a large project while continuing to do their regular work.

Director Pahre commented that the ERP project is a very large project, which is not often encountered in one's career, and expressed appreciation for staff's efforts on the project.

Director Garbarino expressed appreciation for the report.

The following individual spoke under public comment: **[44:43 Minutes Mark on the Audio Recording]**

- David Pilpel, San Francisco Resident

(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 actions relative to the ERP Implementation project as follows:

- (i) Authorize execution of Contract No. 2019-D-059, *Enterprise Resource Planning (ERP) System and Implementation Services*, with Tyler Technologies of Yarmouth, Maine, to implement a new enterprise resource system for a three-year term plus two one (1) year options providing five years of access to and maintenance of the system in the not-to-exceed amount of \$4,352,144;
- (ii) Authorize the General Manager to exercise up to five one (1) year option terms to extend the services for up to a total of ten years, provided that funding has been allocated in the annual budget and such option years are in the Golden Gate Bridge, Highway and Transportation District's best interest; and,
- (iii) Approve a capital project budget increase in the FY 21/22 District Division Capital Budget in the amount of \$500,000, relative to Capital Project No. 1810, *ERP System Replacement*, for a total project cost of \$5,000,000.

**Action by the Board at its meeting of March 25, 2022 – Resolution  
NON-CONSENT CALENDAR**

**AYES (7):** Chair Rabbitt; Vice Chair Pahre; Directors Cochran, Grosboll, Hernández and Mastin; President Theriault.

**NOES (0):** None.

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

**(8) Status Report on the FY 21/22 Budget [49:45 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>.

The following individual spoke under public comment: [50:48 Minutes Mark on the Audio Recording]

- David Pilpel, San Francisco Resident

**(9) Monthly Review of Golden Gate Bridge Traffic/Tolls and Bus and Ferry Transit Patronage/Fares (for Eight Months Ending February 2022) [55:09 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. He reviewed the Bridge traffic and bus and ferry ridership charts that start on page 91.

**(10) Monthly Review of Financial Statements (for Eight Months Ending February 2022)**



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**[58:11 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. He highlighted that the District is using one time funding in the current fiscal year.

**(11) Closed Session [1:01:13 Hour 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. 12(a):

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

**[1:02:20 Hour Mark on the Audio Recording]**

After Closed Session, Chair Rabbitt called the meeting to order in Open Session with a quorum present. Attorney Manolius stated that the Committee had met in Closed Session, as permitted by the Brown Act, to discuss the matter listed under Closed Session, outlined above. He reported that the Committee gave staff guidance about the matters.

**(12) Public Comment**

There were no public comments.

**(13) Adjournment [1:03:03 Hour Mark on the Audio Recording]**

All business having been concluded Directors COCHRAN/PAHRE moved and seconded that the meeting be adjourned at 11:43 a.m.

**Carried**

Respectfully submitted,



David A. Rabbitt, Chair  
Finance-Auditing Committee

DAR:AMK:EIE:tnm