



Agenda Item No. (5)

BOARD OF DIRECTORS MEETING
FRIDAY, MARCH 25, 2022

(5) CONSENT CALENDAR:

(A) Approve the Minutes of the following Meetings:

- (1) Transportation Committee of February 24, 2022;
- (2) Rules, Policy and Industrial Relations Committee of February 24, 2022;
- (3) Finance-Auditing Committee of February 24, 2022; and,
- (4) Board of Directors of February 25, 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, February 2022

Resolution

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February 24, 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, February 24, 2022, at 9:01 a.m., Chair Arnold 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 Arnold; Vice Chair Hill; Directors Mastin, Rabbitt, Rodoni, Snyder and Thier; President Theriault.

Committee Members Absent (1): Director Melgar.

Other Directors Present (5): Directors Cochran, Garbarino, Grosboll, Hernández and Pahre.

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

Committee of the Whole Members Absent (4): Directors Conroy, Giudice, 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;

**TRANSPORTATION COMMITTEE/COMMITTEE OF THE WHOLE
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Attorney Madeline Chun; 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; Director of Planning Ron Downing; Principal Planner Barbara Vincent; 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.

[Director Rodoni arrived.]

- (3) **Report of District Advisory Committees [02:49 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.

[President Theriault arrived.]

- (4) **Adopt the District's 2021 Title VI Program [03:38 Minutes Mark on the Audio Recording]**

Director of Planning Ron Downing introduced Principal Planner Barbara Vincent, who is the project manager for the Title VI Program, and presented the staff report.

[07:40 Minutes Mark on the Audio Recording]

Directors Thier, Grosboll, Pahre, and Hill, President Theriault and Chair Arnold commented and inquired about the presentation.

Director Thier expressed appreciation for staff's work on the staff report, the program, and the extensive outreach conducted for the program.

Director Grosboll asked if the District has any potential weakness in regards to reaching out to particular minority communities or areas. He also asked if the District has received any complaints from any particular groups of people.

Director Pahre expressed appreciation for the comprehensiveness of the program. She requested clarification about the definition of major changes and asked how staff determines whether there has been a disparate impact on Title VI (minority or low income) communities. She said she would follow up with staff about how the data was collected after the meeting.

**TRANSPORTATION COMMITTEE/COMMITTEE OF THE WHOLE
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Director Hill commented about the possibility of fare and schedule integration throughout the Bay Area and the likelihood this integration would require staff to do another Title VI analysis. He inquired about the schedule for the Title VI analysis, and whether fare and schedule integration could trigger this analysis. He expressed appreciation for the District's effort with the Title VI Program.

President Theriault offered several comments about the analysis, and inquired about the map legend and use of color and shading in the maps. He commented about the Advisory Committee membership and diversity, recruitment of new members, and the governance structure for admitting new members. He encouraged staff to be mindful about the diversity of the Advisory Committee membership as more people applied for membership.

Chair Arnold commented about the importance of the Title VI Program and expressed her view the importance of the Title VI Program would continue to grow. She encouraged staff to continue to refine the District's outreach related to this important program.

Mr. Downing, Ms. Vincent and Mr. Mulligan responded to the Directors' inquiries.

The following individual spoke under public comment:

- Adina Levin, Seamless Bay Area

(a) Action by Committee

Staff recommended and the Committee concurred by motion made and seconded by **Directors HILL/THIER** 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 adopt the Golden Gate Bridge, Highway and Transportation District's 2021 Title VI Program as presented by staff, which demonstrates the District's compliance with Title VI of the Civil Rights Act of 1964.

Action by the Board at its meeting of February 25, 2022 – Resolution

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

NOES (0): None.

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

(5) Update on Regional Transit Coordination Efforts [29:38 Minutes Mark on the Audio Recording]

Director of Planning Ron Downing presented the staff report, which was for informational purposes only and no action was taken. Mr. Mulligan acknowledged the strong interest in growing the coordination between the various transit agencies in the Bay Area.

**TRANSPORTATION COMMITTEE/COMMITTEE OF THE WHOLE
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Directors Rabbitt, Hill, Thier and Chair Arnold commented and inquired about the presentation.

[1:03:28 Hour Mark on the Audio Recording]

Director Rabbitt expressed appreciation to Mr. Mulligan for his participation in the Bay Area Regional Transit Coordination process. He spoke about the 27 transit agencies in the Bay Area and the amount of funding that the Metropolitan Transportation Commission (MTC) had distributed to most of those agencies during the pandemic. He commented about the discussions regarding consolidation and coordination of transit agencies, and noted the difficulty of taking the final steps towards these goals. He also spoke about the benefits of wayfinding and fare integration. He expressed appreciation to Mr. Mulligan and other District staff for remaining engaged in looking out for the interests of commuters and public transit riders.

Director Hill commented about his dependence on transit and the value of the Regional Transit Coordination. He inquired about the sponsors of SB 917 (Becker), and the feasibility of having a transit line that operated along the corridor from San Francisco to Millbrae.

Director Thier expressed appreciation for Mr. Downing, Mr. Mulligan and the efforts of the Blue Ribbon Task Force. She noted that the MTC's Blue Ribbon Task Force reached agreement on 27 initiatives, and this agreement was a difficult task and an achievement. In addition, she expressed appreciation for the Task Force's speed and flexibility during the pandemic, and its commitment to customer experience. She expressed support for an all agency transit pass and commended those who participated in this effort.

Chair Arnold inquired about the Blue Ribbon Task Force's Transformation Action Plan and Vision Statement. She expressed appreciation for the staff report.

Mr. Mulligan responded to the inquiries.

The following individuals spoke under public comment: **[1:12:51 Hour Mark on the Audio Recording]**

- Sprague Terplan
- Adina Levin, Seamless Bay Area
- Wendi Kallins, Safe Routes to School

(6) Monthly Report on Bridge Traffic, Transit Ridership Trends, and Transit Service Performance [1:21:14 Hour 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 contained data through December 2021, and traffic and transit remains depressed especially during commute hours. He said that staff looks forward to the re-opening of San Francisco.

(7) Monthly Report on Activities Related to Marin Transit [1:23:08 Hour Mark on the Audio Recording]

**TRANSPORTATION COMMITTEE/COMMITTEE OF THE WHOLE
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General Manager Denis Mulligan presented the staff report, which was for informational purposes only and no action was taken. He said that the District is pleased to be a contractor for Marin Transit. He said that staff is actively negotiating with Marin Transit for a new contract to provide local bus service, and staff looks forward to concluding negotiations and bringing forth an item for the new contract in the next couple of months for Board approval.

(8) Public Comment

There were no public comments.

(9) Adjournment [1:24:30 Hour Mark on the Audio Recording]

All business having been concluded, **Directors PAHRE/RABBITT** moved and seconded that the meeting be adjourned at 10:26 a.m.

Carried

Respectfully submitted,

Judy Arnold, Chair
Transportation Committee

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February 24, 2022



**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.

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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 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, February 24, 2022, at 10:30 a.m., Chair Hernández presiding.

- (1) Call to Order:** 10:30 a.m.
- (2) Roll Call:** Secretary of the District Amorette M. Ko-Wong.

Committee Members Present (7): Chair Hernández; Vice Chair Arnold; Directors Cochran, Garbarino, Grosboll and Hill; President Theriault.

Committee Members Absent (1): Director Conroy.

Other Directors Present (6): Directors Mastin, Pahre, Rabbitt, Rodoni, Snyder and Thier.

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

Committee of the Whole Members Absent (4): Directors Conroy, Giudice, 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
FEBRUARY 24, 2022/PAGE 2

Attorney Madeline Chun; Deputy General Manager/Bridge Division David Rivera; Deputy General Manager/Bus Transit Division Mona Babauta; 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.

[Directors Arnold and Grosboll arrived.]

(3) Presentation on Onsite Occupational Injury Prevention, Health & Wellness Program 2022 [02:02 Minutes Mark on the Audio Recording]

Director of Risk Management and Safety Kelli Vitale presented the staff report.

[18:59 Minutes Mark on the Audio Recording]

Chair Hernández and Director Hill commented and inquired about the staff report.

Chair Hernández inquired about the services offered by PIVOT, and whether or not employees can use other medical services for treatment. She also inquired about the qualifications of the PIVOT staff assigned to the District's facilities. She commented that she understood that the District has worked long and hard on employee health issues, wellness and safety. She also acknowledged the many contributions from the District's Health and Wellness Committee, which is comprised of a number of District employees. She inquired about staff's plans to report on PIVOT services, expressed her view that periodic updates would be valuable, and requested that staff provide an annual report.

Director Hill expressed appreciation with regard to PIVOT's services in terms of convenience to employees and value to the District.

Ms. Vitale and Mr. Mulligan responded to the Chair's inquiries.

(4) Public Comment

There was no Public Comment.

(5) Adjournment [25:20 Minutes Mark on the Audio Recording]

All business having been concluded, **Directors HILL/COCHRAN** moved and seconded that the meeting be adjourn at 10:56 a.m.

Carried

Respectfully submitted,

Sabrina Hernández, Chair
Rules, Policy and Industrial Relations Committee

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February 24, 2022



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

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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 Whole (Committee) of the Golden Gate Bridge, Highway and Transportation District (District) was held via audio conference, on Thursday, February 24, 2022, at 11:00 a.m., Chair Rabbitt presiding.

- (1) **Call to Order:** 11:00 a.m.
- (2) **Roll Call:** Secretary of the District Amorette M. Ko-Wong.

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

Committee Members Absent (1): Director Grosboll.

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

Committee of the Whole Members Present (11): Directors Garbarino, Giudice, Hernández, Mastin, Pahre, Rabbitt, Snyder and Thier; Second Vice President Hill; First Vice President Cochran; President Theriault.

Committee of the Whole Members Absent (6): Directors Arnold, Conroy, Grosboll, Melgar, Rodoni 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 Madeline Chun; Deputy General Manager/Bridge Division David Rivera; Deputy General Manager/Bus Transit Division

Mona Babauta; Deputy General Manager/Administration and Development Kellee Hopper; Director of Risk Management and Safety Kelli Vitale; Director of Planning Ron Downing; 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 [02:08 Minutes Mark on the Audio Recording]

PFM Senior Managing Consultant Lesley Murphy presented the Investment Report.

Chair Rabbitt, President Theriault and Director Hernández welcomed Ms. Murphy back to the Committee meetings.

Director Thier congratulated Ms. Murphy. She inquired about balancing the yield with rising inflation.

Director Hernández inquired about the effect of international developments on investments, and what the Committee should watch in the market. She also inquired about what guides PFM's investing decisions.

Ms. Murphy and Mr. Wire responded to the Directors' inquiries.

(a) Action by the Committee

Staff recommended and the Committee concurred by motion made and seconded by **Directors COCHRAN/GIUDICE** 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 January 1, 2022 through January 31, 2022;
- (ii) Ratify investments made during the period January 18, 2022 through February 14, 2022;
- (iii) Authorize the reinvestment, within the established policy of the Board, of any investments maturing February 14, 2022 and March 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 January 2022.

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

[President Theriault departed and returned.]

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

NOES (0): None.

ABSENT (6): Directors Arnold, Conroy, Grosboll, Melgar, Rodoni 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 Adoption of a Pilot Program for Non-Profit/Educational Group Fares on Golden Gate Ferry and Amend the Master Ordinance Accordingly
[18:18 Minutes Mark on the Audio Recording]

Director of Planning Ron Downing presented the staff report.

Chair Rabbitt commented that the pilot program was very timely.

(a) Action by the Committee

Staff recommended and the Committee concurred by motion made and seconded by **Directors GIUDICE/HERNÁNDEZ** 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 the establishment of a pilot program for Non-Profit/Educational group fares for Golden Gate Ferry Service.

Action by the Board at its meeting of February 25, 2022 – Ordinance
NON-CONSENT CALENDAR

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

NOES (0): None.

ABSENT (6): Directors Arnold, Conroy, Grosboll, Melgar, Rodoni and Stefani.

(7) **Approve Renewal of the Marine Insurance Program** [24:29 Minutes Mark on the Audio Recording]

Auditor-Controller Joseph Wire presented the staff report. He expressed appreciation to Risk Management and Safety Director Kelli Vitale for her work on the program.

Chair Rabbitt expressed appreciation for Ms. Vitale's efforts.

(b) **Action by the Committee**

Staff recommended and the Committee concurred by motion made and seconded by **Directors COCHRAN/GIUDICE** 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 the Marine Insurance Program, effective February 20, 2022, as follows:

- (i) Renew Protection & Indemnity coverage with the Steamship Mutual Protection and Indemnity Club for a one-year term, with a limit of \$1 billion for each occurrence/annual aggregate in excess of a per occurrence deductible of \$55,000 and annual aggregate deductible of \$350,000 for a total premium of \$467,133.09;
- (ii) Renew Hull & Machinery coverage including Terrorism and Risk Insurance Act (TRIA) coverage with Travelers and The Hartford for a one-year term, with insured hull limits per attached addendum in excess of a \$200,000 deductible for a total premium of \$269,055;
- (iii) Bind Vessel Pollution Liability coverage with Great American for a one-year term, with a limit of \$5 million for a total premium of \$6,920;
- (iv) Renew Marine General Liability coverage with Liberty Mutual for a one-year term, with a limit of \$1 million occurrence and \$2 million aggregate, in excess of a per occurrence deductible of \$10,000 for a total premium of \$18,250; and,
- (v) Bind Excess Marine General Liability Insurance program with Aegis, Beazley, Convex, CNA Hardy, Canopus, Axis, AIG, Markel, Antares, et al. for a one-year term with a liability limit of \$50 million for each occurrence/annual aggregate in excess of a \$10,000 self-insured retention (SIR) for a total premium of \$198,087.

These recommendations are made with the understanding that the requisite funds are available in the FY 21/22 Operating Budget.

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

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

NOES (0): None.

ABSENT (6): Directors Arnold, Conroy, Grosboll, Melgar, Rodoni and Stefani.

(8) Receive the Independent Auditor's Single Audit Report for the Year Ending June 30, 2021, as Submitted by Eide Bailly, LLP [31:00 Minutes Mark on the Audio Recording]

Auditor-Controller Joseph Wire introduced Ahmad Gharaibeh, of Eide Bailly, LLP who presented the single audit report, which is available at: <https://www.goldengate.org/documents>.

(c) Action by the Committee

Staff recommended and the Committee concurred by motion made and seconded by **Directors MASTIN/GIUDICE** 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 receive the Independent Auditor's Single Audit Report for the year ending June 30, 2021, as submitted by Eide Bailly, LLP.

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

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

NOES (0): None.

ABSENT (6): Directors Arnold, Conroy, Grosboll, Melgar, Rodoni and Stefani.

(9) Status Report on the FY 21/22 Budget [34:53 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>.

The following individual spoke under public comment: [37:01 Minutes Mark on the Audio Recording]

- David Pilpel, San Francisco Resident

(10) Monthly Review of Golden Gate Bridge Traffic/Tolls and Bus and Ferry Transit Patronage/Fares (for Seven Months Ending January 2022) [40:12 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 pointed out Bridge traffic dipped in January and he speculated the dip was related to the Omicron variant. He reviewed the graphs of the report, and spoke about the current deficit level as a result of the reduced Bridge traffic and transit ridership. He indicated that the District was using one-time funding to address this deficit.

(11) **Monthly Review of Financial Statements (for Seven Months Ending January 2022)**
[44:32 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.

President Theriault expressed appreciation for the graphs on pages 59 through 61, and said he found the graphs useful when communicating with the public.

Chair Rabbitt expressed appreciation for all the reports that are presented each month.

(12) **Closed Session** **[47:46 Hour Mark on the Audio Recording]**

Attorney Madeline Chun, 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.
 - (1) *Lawrence Hardin v. Golden Gate Bridge, Highway and Transportation District.*
 - (2) *Phillip White v. Golden Gate Bridge, Highway and Transportation District.*

[48:48 Minutes Mark on the Audio Recording]

After Closed Session, Chair Rabbitt called the meeting to order in Open Session with a quorum present. Attorney Chun 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. She reported that the Committee provided guidance for the future disposition of these matters.

(13) **Public Comment**

There were no public comments.

(14) **Adjournment** **[49:40 Minutes Mark on the Audio Recording]**

All business having been concluded **Directors GIUDICE/COCHRAN** moved and seconded that the meeting be adjourned at 11:56 a.m.

Carried

Respectfully submitted,

David A. Rabbitt, Chair
Finance-Auditing Committee

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2022-2

GOLDEN GATE BRIDGE, HIGHWAY AND TRANSPORTATION DISTRICT

MEMORANDUM OF MINUTES

BOARD OF DIRECTORS MEETING

FEBRUARY 25, 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, February 25, 2022, at 10:02 a.m., President Theriault presiding.

- (1) CALL TO ORDER:** President Michael Theriault.
- (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 Madeline Chun and Molly Kaban; 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.

**BOARD OF DIRECTORS MEETING
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- (3) **PLEDGE OF ALLEGIANCE:** Director Myrna Melgar. **[03:15 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:** **[03:52 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 six people who had indicated they would like to make public comments.

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: **[04:45 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
- Marina Secchitano, Labor Coalition
- Warren Wells, Marin County Bicycle Coalition
- David Pilpel, San Francisco Resident

[21:15 Minutes Mark on the Audio Recording]

President Theriault asked Mr. Mulligan if he would like to respond to any of the public comments. He inquired about the District's and others' responsibility for Alexander Avenue. He also requested information about progress towards the establishment of the Bicycle and Pedestrian Advisory Committee.

Mr. Mulligan responded to the public comments and President's inquiries.

- (5) **CONSENT CALENDAR:** **[26:44 Minutes Mark on the Audio Recording]**

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

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

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.

**BOARD OF DIRECTORS MEETING
FEBRUARY 25, 2022/PAGE 3**

(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.

Carried

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

Resolution No. 2022-007 (as detailed in the February 24, 2022 Finance-Auditing Committee meeting)

- (1) Ratifies Commitments and/or Expenditures
- (2) Ratifies Previous Investments
- (3) Authorizes Reinvestments
- (4) Accepts Investment Report for January 2022

Adopted

(6) REPORTS OF OFFICERS:

(A) General Manager [28:41 Minutes Mark on the Audio Recording]

Mr. Mulligan presented the General Manager Report. He said that he would add information about the status of the establishment of the Bicycle and Pedestrian Advisory Committee to his future reports.

He highlighted a number of items in the report including the \$1 million grant for Sonoma-Marín Bus Operator Pre-Apprenticeship Programs, and approval of the Buy America Waiver Request for the Bridge maintenance platforms, called travelers, that are being constructed as part of the Suicide Deterrent System.

He provided an update on the risk to bus and ferry funding and stated that Bridge traffic and transit ridership is down, and Bridge traffic is down about 40% during commute hours on weekdays. He said that staff looks forward to employers bringing their employees back into the office.

He recognized the following employees for their service: Daniel Gomez, Bernardine Brown-Scott and Keith Hatcher.

Directors Grosboll, Thier, Garbarino, Hill and Rodoni commented and inquired about the General Manager Report.

Director Grosboll inquired about why the District plans to purchase diesel buses, and the District's requirements for the distance the buses could travel before recharging.

Director Thier requested a report about the electric vehicle purchase program. She asked if part of the issue is the Buy America requirements.

Director Garbarino stated that she understands electric vehicles of a certain weight have technology limitations.

Director Hill inquired about the possibility that the District's preference for a certain type of bus could change depending on the demand for transit services. He also inquired about the possibility that new funding sources could cover the cost of purchasing electric buses.

Director Rodoni reported that he visited the Gillig factory in Livermore, and he learned from Gillig staff that Gillig does not currently have any plans to build a 45-foot electric bus. He indicated the Gillig staff believe the electric power technology is not yet sufficient for a 45-foot bus, and Gillig is investigating hydrogen fuel cell technology.

Mr. Mulligan responded to the Directors' inquiries.

(B) Attorney [48:31 Minutes Mark on the Audio Recording]

Attorney Madeline Chun presented the Attorney Report, which was for informational purposes only and no action was required. Attorney Chun stated that the Board did not have to convene in Closed Session, and the Board has an action item to consider in Open Session.

(1) Authorize Ratification of a Memorandum of Understanding with Amalgamated Transit Union, Local 1575, Representing Bus Operators [49:34 Minutes Mark on the Audio Recording]

Attorney Chun stated that General Manager Denis Mulligan and Attorney Molly Kaban, who is the District's labor negotiator, would outline the terms of the Memorandum of Understanding (MOU) between the District and Amalgamated Transit Union (ATU), Local 1575. She noted that the MOU was ratified by ATU the day before.

Attorney Kaban reported that the District and ATU had entered into an agreement that contains the following terms: (1) a wage increase of 3.5%; (2) a lump sum payment of \$1,000 each; (3) a 2% increase in the District's contribution to the ATU pension plan; and (4) pension benefits paid to retirees' surviving spouses will no longer be subsidized. She also noted that the parties agreed to MOU language changes related to attendance and leaves of absence.

Mr. Mulligan added that the Labor Advisory Committee unanimously supports this MOU, and staff strongly encourages the Board to adopt this agreement.

The following individuals spoke under public comment: [55:47 Minutes Mark on the Audio Recording]

- David Pilpel, San Francisco Resident

Mr. Mulligan expressed appreciation to the ATU leadership.

President Theriault expressed appreciation to the ATU leadership.

Directors PAHRE/MASTIN

Resolution No. 2022-008 authorizes ratification of a Memorandum of Understanding (MOU) with Amalgamated Transit Union, Local 1575 for a one-year term expiring August

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31, 2022, providing for a 3.5% wage increase effective upon ratification, a \$1,000 lump sum payment per employee, a 2% increase in the District's pension contribution, and other modifications to the survivor benefit, Health Reimbursement Arrangement District funding amounts, and work rules, as summarized in the Tentative Agreement.

Adopted

AYES (16): Directors Arnold, Conroy, Garbarino, Giudice, 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 Grosboll.

Attorney Chun stated that Director Grosboll was absent because he had recused himself.

(C) District Engineer [1:00:03 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 (SDS) project. She said the first segment of the SDS net had been installed on the west side of the North Approach Viaduct, and the contractor was "sewing" it into place to make its placement permanent. She also indicated the District's contractor has finalized the design for an access system to install the net on the South Approach Viaduct, and is finalizing an access plan to install the net on the Suspension Bridge. In addition, she said the contractors were installing fixed access platforms where the District's maintenance workforce would enter the new maintenance travelers, and were also installing charging stations for the travelers.

(7) OTHER REPORTS:

There were no Other Reports to discuss.

[Director Conroy departed.]

(8) REPORT OF COMMITTEES: [1:03:33 Hour Mark on the Audio Recording]

President Theriault stated that Agenda Item No. 8.A for the Title VI Program was discussed in detail at the Transportation Committee meeting. He indicated one of the key components is to provide assistance to people who do not have proficiency in English. He expressed appreciation for the people involved in working on the program.

He also expressed appreciation for staff's presentation of Regional Transit Coordination at the meeting. He highlighted that the region's transit operators had coordinated and cooperated in unprecedented ways during the pandemic to improve the customer experience.

- (A) **Meeting of the Transportation Committee/Committee of the Whole** [1:04:51
Hour Mark on the Audio Recording]
February 24, 2022
Chair Judy Arnold

- (1) **Adopt the District's 2021 Title VI Program** [1:04:55 **Hour Mark on the Audio Recording]**

Director Thier commended staff and the General Manager for the program and the outreach that was conducted for the program.

Directors ARNOLD/THIER

Resolution No. 2022-009 adopts the Golden Gate Bridge, Highway and Transportation District's 2021 Title VI Program as presented by staff, which demonstrates the District's compliance with Title VI of the Civil Rights Act of 1964.

Adopted

AYES (16): Directors Arnold, 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 Conroy.

[Director Arnold departed.]

- (B) **Meeting of the Finance-Auditing Committee/Committee of the Whole** [1:07:56
Hour Mark on the Audio Recording]
February 24, 2022
Chair David Rabbitt

President Theriault stated the following items were discussed at the Finance Committee meeting of the day before. He noted that Agenda Item No. 8.B.1 addresses the public's concerns about the cost of the Angel Island ferry trips for school groups and non-profits. He congratulated staff for bringing forward the pilot program to reduce fares for these groups, and noted the solution applies to all Golden Gate Ferry routes.

- (1) **Approve Actions Relative to the Adoption of a Pilot Program for Non-Profit/Educational Fares on Golden Gate Ferry and Amend the Master Ordinance Accordingly** [1:08:50 **Hour Mark on the Audio Recording]**

Directors RABBITT/GIUCIDE

Ordinance No. 2022-001 approves the establishment of a pilot program for Non-Profit/Educational group fares for Golden Gate Ferry Service.

Adopted

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AYES (15): Directors 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 (2): Directors Arnold and Conroy.

(2) Approve Renewal of the Marine Insurance Program [1:10:55 Hour Mark on the Audio Recording]

Directors RABBITT/COCHRAN

Resolution No. 2022-010 approves the Marine Insurance Program, effective February 20, 2022, as follows:

- (a) Renews Protection & Indemnity coverage with the Steamship Mutual Protection and Indemnity Club for a one-year term, with a limit of \$1 billion for each occurrence/annual aggregate in excess of a per occurrence deductible of \$55,000 and annual aggregate deductible of \$350,000 for a total premium of \$467,133.09;
- (b) Renews Hull & Machinery coverage including Terrorism and Risk Insurance Act (TRIA) coverage with Travelers and The Hartford for a one-year term, with insured hull limits per attached addendum in excess of a \$200,000 deductible for a total premium of \$269,055;
- (c) Binds Vessel Pollution Liability coverage with Great American for a one-year term, with a limit of \$5 million for a total premium of \$6,920;
- (d) Renews Marine General Liability coverage with Liberty Mutual for a one-year term, with a limit of \$1 million occurrence and \$2 million aggregate, in excess of a per occurrence deductible of \$10,000 for a total premium of \$18,250; and,
- (e) Binds Excess Marine General Liability Insurance program with Aegis, Beazley, Convex, CNA Hardy, Canopus, Axis, AIG, Markel, Antares, et al. for a one-year term with a liability limit of \$50 million for each occurrence/annual aggregate in excess of a \$10,000 self-insured retention (SIR) for a total premium of \$198,087;

with the understanding that requisite funds are available in the FY 21/22 Operating Budget.

Adopted

AYES (15): Directors 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 (2): Directors Arnold and Conroy.

- (3) **Receive the Independent Auditor's Single Audit Report for the Year Ending June 30, 2021, as Submitted by Eide Bailly, LLP [1:13:01 Hour Mark on the Audio Recording]**

Director Thier commended staff for a clean audit, and said she believes the audit results are a testament to the financial controls at the District.

Directors RABBITT/THIER

Resolution No. 2022-011 receives the Independent Auditor's Single Audit Report for the year ending June 30, 2021, as submitted by Eide Bailly, LLP.

Adopted

AYES (15): Directors 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 (2): Directors Arnold and Conroy.

- (9) **ADDRESSES TO BOARD:**

There were no Addresses to Board to discuss.

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

- (A) **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 [1:15:39 Hour Mark on the Audio Recording]**

Secretary of the District Amorette Ko-Wong presented the staff report, and commented that staff is following the conversation at the state level regarding potential changes to these rules.

President Theriault commented that he and Ms. Ko-Wong are also in discussions about how and when the Board emerges from meetings by phone.

Directors COCHRAN/THIER

Resolution No. 2022-012 adopts 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.

Adopted

AYES (15): Directors 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 (2): Directors Arnold and Conroy.

- (B) **Consider Possible Action to Terminate the Suspension of Board Procedural Rules and Policies for COVID-19 Related Emergency Actions** [1:17:52 Hour Mark on the Audio Recording]

General Manager Denis Mulligan presented the staff report.

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

Carried

AYES (15): Directors 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 (2): Directors Arnold and Conroy.

(11) **UNFINISHED BUSINESS:**

There was no Unfinished Business.

(12) **NEW BUSINESS:**

- (A) **Report on Meetings/Conferences Attended by Director(s):** [1:19:47 Hour Mark on the Audio Recording]

- (1) American Public Transportation Association
2022 Virtual Transit Board Members Seminar

President Theriault stated that he had asked each Director who attended the American Public Transportation Association (APTA) 2022 Virtual Transit Board Members Seminar (Seminar) to report on one of the sessions, and the Directors would present their reports in the order the sessions were held at the Seminar, as follows:

- Director Hill reported on the *APTA Advocacy Update – A View from Washington* session;
- Director Mastin reported on *Changing Transit Business Models for a Resilient Recovery*;
- President Theriault reported on *Looking at Transit through an Equity Lens*;
- Director Pahre reported on *Board - Staff Relationships* or “Boardmanship;”
- Director Thier reported on *The Board’s Role in Media Relations: Proactive Messaging and Crisis Communications*; and,
- Director Snyder reported on *Understanding and Shaping Agency Budgets and Financial Policies in an Era of Transit Recovery*.

Directors Cochran and Hernández provided additional comments.

President Theriault said he appreciated the online format that allowed more Board members to participate.

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(13) COMMUNICATIONS: [1:45:37 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: [1:45:49 Hour Mark on the Audio Recording]

All business having been concluded Directors GIUDICE/HERNÁNDEZ moved and seconded that the meeting be adjourned at 11:49 a.m. in the memory of Jeff Kellogg, Norma Mary Bianchi and Nina Louise Rescino.

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 MARCH 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 March 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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