



2022-4

GOLDEN GATE BRIDGE, HIGHWAY AND TRANSPORTATION DISTRICT

MEMORANDUM OF MINUTES

BOARD OF DIRECTORS MEETING

APRIL 22, 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, April 22, 2022, at 10:05 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 (13): Directors Conroy, Garbarino, Giudice, Hernández, Mastin, Pahre, Rabbitt, Rodoni, Snyder and Thier; Second Vice President Hill; First Vice President Cochran; President Theriault.

Directors Absent (4): Directors Arnold, Grosboll, 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; Attorneys Kimon Manolius 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; Director of Risk Management and Safety Kelli Vitale; Executive Administrator to the General Manager Justine Bock; Senior Board Analyst Elizabeth Eells.

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- (3) **PLEDGE OF ALLEGIANCE:** Director David Rabbitt. **[02:59 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:** **[03:28 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 she understands there are five people who had indicated they would like to make public comments. President Theriault stated that people making public comments could speak for up to three minutes each.

Ms. Ko-Wong said that the Board would take public comment for all items on the agenda including Item Nos. 6.B.2. and 10.A. at this time.

The following individuals spoke under Public Comment: **[04:30 Minutes Mark on the Audio Recording]**

- Manuel Gamboa, Sacramento County Resident
- Dave Rhody, The Climate Reality Project
- Warren Wells, Marin County Bicycle Coalition
- Marina Secchitano, Labor Coalition
- David Pilpel, San Francisco Resident
- Kymberlyrenée Gamboa,* Sacramento County Resident **[38:02 Minutes Mark on the Audio Recording]**

*Due to a technical issue, the Board reopened Public Comment and Ms. Gamboa made her comments later in the meeting.

[14:18 Minutes Mark on the Audio Recording]

President Theriault asked Mr. Mulligan if he would like to respond to any of the public comments and also commented about the button used by bicyclists to cross the Bridge after hours.

Mr. Mulligan responded to the public comments.

- (5) **CONSENT CALENDAR:** **[16:08 Minutes Mark on the Audio Recording]**

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

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

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

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NOES (0): None.

ABSENT (4): Directors Arnold, Grosboll, Melgar and Stefani.

(A) Approve the Minutes of the following Meetings:

- (1) Building and Operating Committee of March 24, 2022;
- (2) Rules, Policy and Industrial Relations Committee of March 24, 2022;
- (3) Finance-Auditing Committee of March 24, 2022; and,
- (4) Board of Directors of March 25, 2022.

Carried

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

Resolution No. 2022-024 (as detailed in the April 21, 2022 Finance-Auditing Committee meeting)

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

Adopted

(6) REPORTS OF OFFICERS:

(A) General Manager [17:59 Minutes Mark on the Audio Recording]

Mr. Mulligan presented the General Manager Report.

He highlighted a number of items in the report including: 1) possible participation in a hydrogen fuel cell electric ferry pilot program; 2) review of Bridge traffic, and bus and ferry transit ridership, and changes in transit service; 3) ruling regarding mask mandates; and 4) recognition of Patsy Whala, Maurice Palumbo, Tim Lin and Marianne Waterman for their District service. He also spoke about the passing of Deckhand Rod Phillips onboard the *M.S. San Francisco* ferry on Saturday, April 9, 2022 and thanked the crew for their efforts to assist Mr. Phillips.

[30:38 Minutes Mark on the Audio Recording]

President Theriault stated his personal discomfort with not masking and acknowledged the difficulty of requiring District employees to enforce masking on transit. He encouraged everyone to do what is possible to help employees and passengers.

(B) Attorney [31:45 Minutes Mark on the Audio Recording]

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

(1) Closed Session [32:14 Minutes Mark on the Audio Recording]

Attorney Manolius reported that a Closed Session, listed on the Board Agenda as Item No. 6.B.1. would take place just prior to the conclusion of this meeting:

Conference with Legal Counsel – Existing Litigation

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Pursuant to Government Code Section 54956.9(a)
Report of Athens Administrators, Inc.
Wayne Reed vs. Golden Gate Bridge, Highway and Transportation District.

Director Hernandez stated that she was removing herself from the conversation to avoid any conflicts with the labor negotiations and subsequent vote.

Attorney Manolius offered Director Snyder the opportunity to also recuse himself for the same reasons as Director Hernández. Director Snyder confirmed he would recuse himself.

[Directors Hernández and Snyder departed.]

Ms. Ko-Wong confirmed both Directors had left the call.

- (2) **Authorize Ratification of a Memorandum of Understanding with Union Coalition Bargaining Units** [32:37 Minutes Mark on the Audio Recording]

Attorney Manolius introduced the District's labor negotiator Attorney Molly Kaban who reviewed the Attorney Report for the item. She noted the agreement essentially covers a four-year period starting back in 2020, and she highlighted the key terms.

Directors HILL/GARBARINO

Resolution No. 2022-025 ratifies the tentative agreement with the Union Coalition Bargaining Units. The term is from ratification through June 30, 2024, and the tentative agreement contains salary increases for all Union Coalition employees represented classifications as follows:

- (a) 1% salary adjustment effective upon approval;
- (b) 3.5% salary adjustment effective July 1, 2022;
- (c) 3.5% salary adjustment effective January 1, 2023; and,
- (d) 3.5% salary adjustment effective July 1, 2023,

with the understanding that the cost of the salary adjustments authorized as part of this item will be funded with savings from salary savings for this fiscal year, and will be budgeted accordingly in future fiscal years.

Adopted

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

NOES (0): None.

ABSENT (6): Directors Arnold, Grosboll, Hernández, Melgar, Snyder and Stefani.

President Theriault expressed appreciation to the involved parties for reaching the agreement.

[Directors Hernández and Snyder returned.]

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[38:02 Minutes Mark on the Audio Recording]

Ms. Ko-Wong stated that Kymberlyrenée Gamboa had attempted to speak during the public comment, but had not been heard. The Board reopened Public Comment, and Ms. Gamboa made her public comments.

(C) District Engineer [40:10 Minutes 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 and updates for the Suicide Deterrent System (SDS) project.

She further indicated that the District did not receive any bids for fabricating the U-shaped clips that will be used to mitigate the wind induced sound emanating from the Bridge. She said that staff has contacted fabricators, asked why they did not bid, and has re-set the deadline and urged them to submit a bid. She said staff is optimistic the District will receive bids by the new bid opening date of April 26, 2022.

(7) OTHER REPORTS:

There were no Other Reports to discuss.

(8) REPORT OF COMMITTEES: [43:29 Hour Mark on the Audio Recording]

President Theriault stated that the following item was discussed at the Building and Operating Committee meeting of the day before.

**(A) Meeting of the Building and Operating Committee/Committee of the Whole
[43:59 Minutes Mark on the Audio Recording]
April 21, 2022
Chair Patricia Garbarino**

Chair Garbarino thanked the Committee members for the thoughtful discussion the day before.

(1) Authorize Execution of a Concession Agreement Relative to Request for Proposals No. 2021-FT-047, Concession Services Onboard District Ferries, with Nonpareil Ventures LLC [44:20 Minutes Mark on the Audio Recording]

Directors GARBARINO/MASTIN

Resolution No. 2022-026 authorizes execution of a Concession Agreement relative to Request for Proposals (RFP) No. 2021-FT-047, *Concession Services Onboard District Ferries*, with Nonpareil Ventures LLC of San Rafael, CA, to provide food, beverage and retail services for a three-year term, with two additional one-year options, exercisable at the Golden Gate Bridge, Highway and Transportation District's sole discretion.

Adopted

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

NOES (0): None.

ABSENT (4): Directors Arnold, Grosboll, Melgar and Stefani.

**(B) Meeting of the Finance-Auditing Committee/Committee of the Whole [46:50
Minutes Mark on the Audio Recording]
April 21, 2022
Chair David Rabbitt**

President Theriault stated the following items were discussed at the Finance-Auditing Committee meeting of the day before.

- (1) Authorize the Filing of Applications for Federal Transit Administration Formula Program and Surface Transportation Program Funding for Transit Capital Projects, Commit the Necessary Local Match for the Projects, and Assure Completion of the Projects**
[47:17 Minutes Mark on the Audio Recording]

Directors RABBITT/GIUDICE

Resolution No. 2022-027 authorizes the General Manager or his designee to submit and execute grant applications, cooperative agreements, and certifications and assurances as required by the Federal Transit Administration (FTA) for federal funding assistance for Sections 5307, 5309, 5337, and 5339 formula programs, and by the Federal Highway Administration (FHWA) for Surface Transportation Program (STP) funding to support transit projects, commit the necessary local match funds for the projects, and assure completion of the projects.

Adopted

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

NOES (0): None.

ABSENT (4): Directors Arnold, Grosboll, Melgar and Stefani.

- (2) Receive the Independent Auditor's Engagement Letter for the Annual Financial Audit & Single Audit for the Year Ending June 30, 2022, as Submitted by Eide Bailly, LLP** [49:27 Minutes Mark on the Audio Recording]

Directors RABBITT/GIUDICE

Resolution No. 2022-028 receives the independent auditor's engagement letter for services related to the annual financial audit and single audit for the year ending June 30, 2022, as submitted by Eide Bailly, LLP.

Adopted

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

NOES (0): None.

ABSENT (4): Directors Arnold, Grosboll, Melgar and Stefani.

**(C) Meeting of the Governmental Affairs and Public Information Committee/Committee of the Whole [51:23 Minutes Mark on the Audio Recording]
April 22, 2022
Chair Gerald Cochran**

(1) Arrange for Video Format for Meetings Concerning the Budget [51:47 Minutes Mark on the Audio Recording]

Directors COCHRAN/HERNÁNDEZ

Resolution No. 2022-029 directs staff to arrange for a video format for the meetings concerning the FY 22/23 budget.

Adopted

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

NOES (0): None.

ABSENT (4): Directors Arnold, Grosboll, Melgar and Stefani.

(2) Authorize Board Officers to Decide on Interim Board Meeting Location [54:41 Minutes Mark on the Audio Recording]

Directors **COCHRAN/HERNÁNDEZ** moved and seconded that in the event Assembly Bill 361 should be suspended, the President and Vice Presidents are authorized to find an alternative interim location to have Board and Committee meetings.

President Theriault offered an amendment, as outlined below, which had been refined by the District's general counsel. The original maker of the motion and the second accepted this amendment.

Directors COCHRAN/HERNÁNDEZ

Resolution No. 2022-030 in the event of the end of the emergency order that has allowed the current telephonic Committee and Board meetings for the month, and which would oblige the Board to resume in-person meetings, and the effective date of which is prior to the date of the next regularly scheduled Board meeting, the President and Vice Presidents - in consultation with staff - are authorized to determine and implement an interim meeting location that is consistent with prior discussions by the Board, and accessible for ADA purposes and public transit, and with a hybrid format that is legally permissible.

Adopted

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

NOES (0): None.

ABSENT (4): Directors Arnold, Grosboll, Melgar and Stefani.

President Theriault stated that he and the Secretary would continue working on this matter.

(9) ADDRESSES TO BOARD:

There were no Addresses to Board to discuss.

(10) SPECIAL ORDER OF BUSINESS:

(A) Approve a Wage Adjustment for Non-Represented Employees and Deputy General Managers, with the Exception of District Officers [58:39 Minutes Mark on the Audio Recording]

General Manager Denis Mulligan presented the staff report. He said this item mirrors the one for the Union Coalition that was approved earlier in the meeting, and he reviewed the key terms. He encouraged the Board to pass the item so that District compensation helps retain current employees and attract new employees.

Director Snyder asked when the pay increase would be effective.

Mr. Mulligan responded to the Director's inquiry.

Directors GIUDICE/GARBARINO

Resolution No. 2022-031 approves a salary adjustment for all non-represented classifications as follows:

- (i) 1% salary adjustment effective upon approval;
- (ii) 3.5% salary adjustment effective July 1, 2022;
- (iii) 3.5% salary adjustment effective January 1, 2023; and,
- (iv) 3.5% salary adjustment effective July 1, 2023,

with the understanding that the cost of the salary adjustments authorized as part of this item will be funded with savings from salary savings for this fiscal year, and will be budgeted accordingly in future fiscal years.

Adopted

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

NOES (0): None.

ABSENT (4): Directors Arnold, Grosboll, Melgar and Stefani.

- (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** [1:02:15 Hour Mark on the Audio Recording]

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

Directors GARBARINO/COCHRAN

Resolution No. 2022-032 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 (13): Directors Conroy, Garbarino, Giudice, Hernández, Mastin, Pahre, Rabbitt, Rodoni, Snyder and Thier; Second Vice President Hill; First Vice President Cochran; President Theriault.

NOES (0): None.

ABSENT (4): Directors Arnold, Grosboll, Melgar and Stefani.

- (C) **Consider Possible Action to Terminate the Suspension of Board Procedural Rules and Policies for COVID-19 Related Emergency Actions** [1:04:05 Hour Mark on the Audio Recording]

General Manager Denis Mulligan presented the staff report.

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

Carried

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

NOES (0): None.

ABSENT (4): Directors Arnold, Grosboll, Melgar and Stefani.

(11) **UNFINISHED BUSINESS:**

- (A) **Closed Session** [1:06:01 Hour Mark on the Audio Recording]

President Theriault stated he was recusing himself from participating in consideration of this item, and had asked First Vice President Cochran to continue the meeting.

Attorney Kimon Manolius, at the request of First Vice President Cochran, stated that the Board would convene in Closed Session, as permitted by the Brown Act, to discuss the matters listed on the Board Agenda as Closed Session, Item No. 6.B.1. as outlined above.

- (B) **Open Session** [1:07:21 Hour Mark on the Audio Recording]

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After Closed Session, First Vice President Cochran called the meeting to order in Open Session with a quorum present. Attorney Manolius reported that the Board had met in Closed Session, as permitted by the Brown Act. He stated the Board gave its negotiators appropriate guidance about how to handle the matter.

(12) NEW BUSINESS:

There was no New Business to discuss.

(13) COMMUNICATIONS: [1:07:59 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

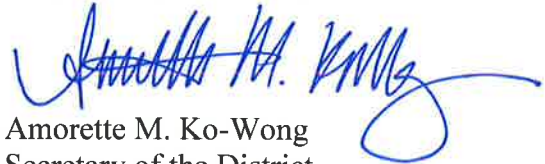
Director Giudice reported about developments in the City of Rohnert Park.

(14) ADJOURNMENT: [1:09:50 Hour Mark on the Audio Recording]

All business having been concluded Directors HERNÁNDEZ/HILL moved and seconded that the meeting be adjourned at 11:20 a.m. in the memory of Robert David, Roland "Rod" Phillips, Murray Schneider, Chu Lim and Denise Joy Patrick.

Carried

Respectfully submitted,



Amorette M. Ko-Wong
Secretary of the District

AMK:EIE:tnm