



Agenda Item No. (5)

**BOARD OF DIRECTORS MEETING**  
**FRIDAY, MAY 20, 2022**

**(5) CONSENT CALENDAR:**

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

- (1) Building and Operating Committee of April 21, 2022;
- (2) Finance-Auditing Committee of April 21, 2022;
- (3) Governmental Affairs and Public Information Committee of April 22, 2022;  
and,
- (4) Board of Directors of April 22, 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, April 2022

**Resolution**

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April 21, 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.**

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

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

Honorable Members:

A meeting of the Building and Operating Committee/Committee of the Whole (Committee) of the Golden Gate Bridge, Highway and Transportation District (District) was held via audio conferencing on Thursday, April 21, 2022, at 9:02 a.m., Chair Garbarino presiding.

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

**Committee Members Present (9):** Chair Garbarino; Vice-Chair Mastin; Directors Cochran, Conroy, Hernández, Pahre, Rabbitt and Thier; President Theriault.

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

**Other Directors Present (3):** Directors Giudice, Hill and Rodoni.

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

**Committee of the Whole Members Absent (5):** Directors Arnold, Grosboll, Melgar, 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; District Engineer Ewa Bauer-Furbush; Secretary of the District Amorette Ko-Wong; Attorney Kimon Manolius; Deputy General Manager/Bridge Division David Rivera; Deputy General Manager/Bus Transit Division Mona Babauta; Deputy General Manager/Ferry

**BUILDING AND OPERATING COMMITTEE/COMMITTEE OF THE WHOLE  
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Division James Swindler; Deputy General Manager/Administration and Development Kellee Hopper; Executive Administrator to the General Manager Justine Bock; Senior Board Analyst Elizabeth Eells.

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

**[Director Giudice arrived.]**

**(3) Authorize Execution of a Concession Agreement Relative to Request for Proposals No. 2021-FT-047, Concession Services Onboard District Ferries, with Nonpareil Ventures LLC [02:23 Minutes Mark on the Audio Recording]**

Deputy General Manager/Ferry Division James Swindler presented the staff report. He spoke about the benefits of having a concession onboard ferries.

**[06:16 Minutes Mark on the Audio Recording]**

Director Mastin inquired about Nonpareil's background with concession services, and the company's references.

Director Hernández inquired about the timeline and process for selecting a contractor to operate the concession services and commented about only receiving one proposal.

Director Thier inquired why other companies did not submit a proposal.

Director Cochran commented about the District's percentage of the gross sales.

President Theriault inquired about the prior concession vendor.

Director Hernández expressed appreciation for the comments and questions of the other Directors. She asked what measures are in place to evaluate if Nonpareil is fairly compensating the company's employees.

Director Conroy asked if District staff have considered not requiring a percentage of the concessionaire's gross sales and asked how District staff developed the gross sales schedule.

Chair Garbarino commented that five percent of gross sales is pretty small. She expressed her view that Nonpareil had negotiated to pay the District a percentage of gross sales, they were investing in the concession, and this investment would ensure a level of quality control.

Mr. Swindler and Mr. Mulligan responded to the Director comments and inquiries.

**(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 Building and Operating Committee/Committee of the Whole recommends that the Board of Directors authorize 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.

**Action by the Board at its meeting of April 22, 2022 – Resolution**

**AYES (12):** Directors Conroy, Garbarino, Giudice, Hernández, Mastin, Pahre, Rabbitt, Rodoni and Thier; Second Vice President Hill; First Vice President Cochran; President Theriault.  
**NOES (0):** None.  
**ABSENT (5):** Directors Arnold, Grosboll, Melgar, Snyder and Stefani.

During the vote, Director Hernández stated support for this item with staff's assurances that: 1) They had checked references and received good recommendations from other clients; and 2) Staff would make changes to the contract to ensure Nonpareil's employees would be treated appropriately.

Directors Mastin and Thier echoed support for Director Hernández's comments.

**(4) Status Report from Board Appointee(s) on Sonoma-Marín Area Rail Transit Board**  
**[29:30 Minutes Mark on the Audio Recording]**

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

Director Thier requested information about the retirement event for former SMART General Manager Farhad Mansourian.

Chair Garbarino responded to the inquiry.

**(5) Status Report on Engineering Projects** **[33:14 Minutes Mark on the Audio Recording]**

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

**(6) Public Comment**

There were no public comments.

(7) **Adjournment** [34:09 Minutes Mark on the Audio Recording]

All business having been concluded, **Directors THIER/RABBITT** moved and seconded that the meeting be adjourned at 9:36 a.m.

**Carried**

Respectfully submitted,

Patricia Garbarino, Chair  
Building and Operating Committee

PG:AMK:EIE:tnm

DRAFT

April 21, 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.**

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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 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, April 21, 2022, at 9:40 a.m., Chair Rabbitt presiding.

- (1) **Call to Order:** 9:40 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, Rodoni and Thier.

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

**Committee of the Whole Members Absent (6):** Directors Arnold, Conroy, Grosboll, Melgar, 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

**FINANCE-AUDITING COMMITTEE/COMMITTEE OF THE WHOLE**  
**APRIL 21, 2022/PAGE 2**

Mona Babauta; Deputy General Manager/Ferry Division James Swindler; Deputy General Manager/Administration and Development Kellee Hopper; Director of Capital and Grant Programs Amy Frye; Director of Accounting Cody Smith; 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 [02:16 Minutes Mark on the Audio Recording]**

PFM Senior Managing Consultant Lesley Murphy presented the Investment Report.

Chair Rabbitt expressed appreciation for the report. He commented that society is going through interesting economic times, and he understands many people are having difficulties with the rising inflation.

**(a) Action by the Committee**

Staff recommended and the Committee concurred by motion made and seconded by **Directors GIUDICE/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 the following actions:

- (i) There are no commitments and/or expenditures to ratify for the period of March 1, 2022 through March 31, 2022;
- (ii) Ratify investments made during the period March 15, 2022 through April 11, 2022;
- (iii) Authorize the reinvestment, within the established policy of the Board, of any investments maturing April 11, 2022 and May 9, 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 March 2022.

**Action by the Board at its meeting of April 22, 2022 – Resolution**  
**CONSENT CALENDAR**

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

**NOES (0):** None.

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



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

No actions required authorization.

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

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

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

**[16:40 Minutes Mark on the Audio Recording]**

Director Hernández expressed appreciation for the efforts of Ms. Frye and her entire Capital and Grant Programs staff.

Director Hill inquired about the projects to ‘Replace Conventional Over-the-Road Coaches,’ and ‘Replace Conventional Over-the-Road Coaches with Zero-Emission Buses (ZEBs).’

President Theriault commented that he recently learned of the challenges of implementing a charging infrastructure that requires Pacific Gas and Electric (PG&E) to bring the power to the charging infrastructure.

Director Hill commented that he understood others were looking at the possibly of working around PG&E.

Chair Rabbitt shared his experience in Sonoma County with PG&E because the utility handles energy distribution.

Director Garbarino commented about delays around implementing goals of using renewable fuels within her industry.

Mr. Mulligan responded to the Directors’ inquiries. He confirmed that this approval was to submit grant applications, and staff would seek Board approval of the actual procurements before any of the projects are implemented.

(b) **Action by the Committee**

Staff recommended and the Committee concurred by motion made and seconded by **Directors COCHRAN/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 authorize 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 for federal funding assistance for Sections 5307, 5309, 5337, and 5339 formula programs, and by the Federal Highway Administration (FHWA) for Surface Transportation Program funding to support transit projects, commit the necessary local match funds for the projects, and assure completion of the projects.

**Action by the Board at its meeting of April 22, 2022 – Resolution**  
**NON-CONSENT CALENDAR**

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

**NOES (0):** None.

**ABSTENTION (1):** Second Vice President Hill.

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

**(6) 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 [27:33 Minutes Mark on the Audio Recording]**

Director of Accounting Cody Smith presented the staff report.

**(a) Action by the Committee**

Staff recommended and the Committee concurred by motion made and seconded by **Directors GIUDICE/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 receive 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

**Action by the Board at its meeting of April 22, 2022 – Resolution**  
**NON-CONSENT CALENDAR**

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

**NOES (0):** None.

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

**(7) Annual Review of the District’s 457(b) Deferred Compensation and 401(a) Defined Contribution Programs [30:49 Minutes Mark on the Audio Recording]**

Auditor-Controller Joseph Wire presented the staff report.

**(8) Status Report on the FY 21/22 Budget [36:30 Minutes Mark on the Audio Recording]**

Auditor-Controller Joseph Wire presented the staff report, which was for informational purposes only and no action was taken. The FY 21/22 Adopted Budget is available on the District's website at: <https://www.goldengate.org/documents>. He pointed out the budget remains balanced as a result of one-time funding.

The following individual spoke under public comment: [41:06 Minutes Mark on the Audio Recording]

- David Pilpel, San Francisco Resident

Chair Rabbitt expressed appreciation for the federal funding received by the District. He expressed confidence that staff was assessing when the District's regular revenue streams would recover more fully.

**(9) Monthly Review of Golden Gate Bridge Traffic/Tolls and Bus and Ferry Transit Patronage/Fares (for Nine Months Ending March 2022) [44:31 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 Bridge, bus and ferry revenue figures on page 67, and how this revenue compares to prior years starting on page 73.

Director Giudice requested more information about why ferry ridership has improved.

Director Hill inquired about how much the ferry ridership has increased as a result of the special event ferry trips.

Mr. Wire responded to the Directors' inquiries.

**(10) Monthly Review of Financial Statements (for Nine Months Ending March 2022) [52:59 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, and indicated that he thought it could last anywhere from two to three years. He said that staff would bring the FY 22/23 Budget to the Board next month. He stressed the importance of balancing revenue and expenses.

Chair Rabbitt asked for confirmation of the current difference between revenue and expenses each week. He expressed appreciation to Mr. Wire and his staff for tracking the District's finances.

Mr. Wire responded to the Chair's inquiry.

(11) **Review of the District's FY 21/22 Third Quarterly Report of Judgments or Settled Claims** [58:33 Minutes Mark on the Audio Recording]

Director of Risk Management and Safety Kelli Vitale presented the staff report, which was for informational purposes only and no action was taken.

Chair Rabbitt expressed appreciation for the work of Ms. Vitale and her staff.

(12) **Review of the Auditor-Controller's FY 21/22 Third Quarterly Report on Authorized Budget Adjustments and Budget Transfers Under the General Manager's Authority** [59:39 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.

(13) **Review of the Auditor-Controller's FY 21/22 Third Quarterly Report on Procurement Actions Under the General Manager's Authority** [1:00:41 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) **Closed Session** [1:01:44 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. 14(a):

- (a) Conference with Legal Counsel – Existing Litigation  
Pursuant to Government Code Section 54956.9(a)  
Report of Athens Administrators, Inc.

- (i) *Wayne Reed v. Golden Gate Bridge, Highway and Transportation District.*

President Theriault stated that he would leave the call after Ms. Vitale confirmed Mr. Reed was an Ironworker.

**[1:03:00 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 the attorney appropriate guidance about how to handle the matter.

(15) **Public Comment**

There were no public comments.

(16) **Adjournment** [1:03:40 Hour Mark on the Audio Recording]

All business having been concluded **Directors COCHRAN/HILL** moved and seconded that the meeting be adjourned at 10:58 a.m.

**Carried**

Respectfully submitted,

David A. Rabbitt, Chair  
Finance-Auditing Committee

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April 22, 2022



**MINUTES OF THE**  
**GOVERNMENTAL AFFAIRS AND PUBLIC INFORMATION 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 Governmental Affairs and Public Information Committee (Committee)/Committee of the Whole of the Golden Gate Bridge, Highway and Transportation District (District) was held via audio conferencing on Friday, April 22, 2021, at 9:01 a.m., Chair Cochran 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 Cochran; Vice Chair Snyder; Directors Garbarino, Giudice, Hernández, Hill and Rodoni; President Theriault.

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

**Other Directors Present (5):** Directors Conroy, Mastin, Pahre, Rabbitt and Thier.

**Committee of the Whole Members Present (13):** Directors Conroy, Garbarino, Giudice, 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 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; Secretary of the District Amorette Ko-Wong; Attorney Kimon Manolius; 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.

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

[Director Conroy arrived.]

**(3) State Update from the District's Legislative Advocates, Platinum Advisors, LLC**  
**[02:51 Minutes Mark on the Audio Recording]**

Beau Biller of Platinum Advisors, LLC presented the State Legislative Update. Mr. Biller outlined some changes at the State Capitol. He spoke about the Gann Limit and the restrictions it imposes on revenue. He expressed his view that the District is well positioned to get \$300 million of funding for the Bridge Seismic Retrofit project. He said that he believes that the legislators in Sacramento could be available for in person visits this year.

**[21:56 Minutes Mark on the Audio Recording]**

Chair Cochran expressed interest in resuming in person meetings with legislators.

The following individual spoke under public comment: **[25:08 Minutes Mark on the Audio Recording]**

- David Pilpel, San Francisco Resident

**(4) Discussion and Possible Action Regarding the District's Committee and Board Meetings** **[22:23 and 27:31 Minutes Mark on the Audio Recording]**

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

**[28:06 Minutes Mark on the Audio Recording]**

President Theriault stated that he understands the Board is able to meet remotely because there is an emergency order in place. This emergency order could be rescinded, and under the current law, the Board would be obligated to meet in person. He also pointed out that a video teleconference meeting would facilitate a budget discussion.

Chair Cochran commented that the budget is very important, and staff's presentation of the budget as well as other topics would be facilitated by video teleconference.

Director Hill requested that the Board take into consideration that some people are reliant on public transportation, and he encouraged the Board to hold any meetings within the vicinity of the Sonoma-Marina Area Rail Transit (SMART) line.



Director Rodoni reported that the Marin County Board of Supervisors has been holding hybrid meetings with some people attending in person and some by video teleconference since November 2021 and shared his Board's experience.

Chair Cochran stated that the Metropolitan Transportation Commission (MTC) had an interesting presentation about AB 1944, which would amend the Brown Act.

Director Snyder encouraged the Board to consider hybrid meetings and expressed support for meeting in person from time to time.

Director Mastin expressed support for Director Snyder's comments. He noted that the telephone meetings have the least amount of technical issues of any remote meeting method and indicated there could be technical and connection challenges with hybrid meetings.

Director Giudice said he looks forward to the Board holding hybrid meetings and he would welcome in-person meetings.

Director Hernández stated that she has felt the loss of in-person meetings, sees the value of hybrid meetings, and encouraged staff to continue looking for reasonable options for hybrid meetings.

Director Garbarino restated her offer of a classroom available at her organization.

Chair Cochran asked for a status update about the Administration Building elevator. He said he likes being able to attend meetings remotely by video teleconference but also expressed support for seeing each other in-person.

President Theriault said, after hearing the Directors' comments, that he has a number of suggestions. He stated the Board could instruct staff to prepare for the Committee a solid proposal on establishing a hybrid meeting location and procedures by the next Committee meeting, or the Board could direct staff to arrange for a video format for the meetings concerning the budget.

**Directors HILL/HERNÁNDEZ** moved and seconded to direct staff to arrange for a video format for the meetings concerning the budget.

Director Pahre said that she thought video teleconference would be helpful for certain types of presentations. She asked if staff could set up a video teleconference meeting by next month.

President Theriault confirmed that he had talked to Ms. Ko-Wong about a possible video teleconference meeting before he made his suggestion.

Ms. Ko-Wong responded to the inquiries.

The following individual spoke under public comment: **[43:17 Minutes Mark on the Audio Recording]**

- David Pilpel, San Francisco Resident

(a) Action by the Committee [46:44 Minutes Mark on the Audio Recording]

**RECOMMENDATION**

The Governmental Affairs and Public Information Committee/Committee of the Whole recommends that the Board of Directors direct staff to arrange for a video format for the meetings concerning the budget.

**Action by the Board at its meeting of April 22, 2022 – Resolution**

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

**NOES (0):** None.

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

President Theriault suggested that in the event of an end to the emergency order that obliges the Board to hold in person meetings and the effective date of this order occurs prior to the next subsequent scheduled meeting of the Board and/ or its Committees, the President and Vice Presidents are authorized to decide on an interim location in consultation with staff and under the guidance of previous Board discussions that emphasize: the need to ensure accessibility to the meeting location by all; that the location can be reached by public transits, and that the location allows for a hybrid format for the meeting if that is legally permissible and possible.

**Directors HERNÁNDEZ/GIUDICE** moved and seconded the recommendation outlined by President Theriault.

President Theriault explained that this action assigns certain Board members to make interim decisions about meeting in person if necessary.

Director Rabbitt stated that this assumes that options are available, and these options have changed during the pandemic.

President Theriault responded that he and Ms. Ko-Wong had discussed various meeting options based on different circumstances. He clarified that the motion is to allow the three officers of the Board to make a decision about a meeting location on an interim basis if the emergency order is rescinded suddenly.

Chair Cochran asked how many legislative bodies are meeting by audio, video and in person.

Director Rabbitt stated that the Sonoma County Board of Supervisors have approached the meetings in a couple of ways. He outlined Sonoma's varied approaches, and expressed his view that the Board functions more effectively when its members meet in-person.

President Theriault made a point of order that the Committee should take public comment and then call the question.

Director Garbarino requested the motion be restated.

President Theriault restated the motion.

Ms. Ko-Wong responded to the inquiries.

**(b) Action by the Committee [59:02 Minutes Mark on the Audio Recording]**

**RECOMMENDATION**

The Governmental Affairs and Public Information Committee/Committee of the Whole recommends that in the event of an end to the emergency order that obliges the Board to hold in person meetings and the effective date of this order occurs prior to the next subsequent scheduled meeting of the Board, the President and Vice Presidents are authorized to decide on an interim location in cooperation with staff and under the guidance of previous Board discussions, including that the meeting be at an accessible location, be reachable by public transit, and allow for a hybrid meeting format if legally permissible and possible.

**Action by the Board at its meeting of April 22, 2022 – Resolution**

**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.

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

There was no Public Comment.

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

All business having been concluded, **Directors HILL/HERNANDEZ** moved and seconded that the meeting be adjourned at 10:02 a.m.

**Carried**

Respectfully submitted,

Gerald Cochran, Chair  
Governmental Affairs and Public Information Committee

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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, 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.

**NOES (0):** None.

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**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  
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.]**

**[38:02 Minutes Mark on the Audio Recording]**



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Ms. Ko-Wong stated that Kymberlyrenée Gamboa had attempted to speak during the public comment, but had not been heard. See note under Public Comment.

**(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 that 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

**AGENDA ITEM NO. 5.B.**

**RATIFICATION OF PREVIOUS ACTIONS BY THE AUDITOR-CONTROLLER  
FINANCE-AUDITING COMMITTEE OF MAY 19, 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 May 19, 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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