Date Issued: November 18, 2022



SUMMARY OF ACTIONS BOARD OF DIRECTORS MEETING OF NOVEMBER 18, 2022

Resolution No. 2022-090 (November 17, 2022 meeting of the Finance-Auditing Committee)

Ratifies actions taken by the Auditor-Controller, as follows:

- (1) Ratifies Commitments and/or Expenditures;
- (2) Ratifies previous investments;
- (3) Authorizes investments; and,
- (4) Accepts the "Investment Report" for October 2022.

Resolution No. 2022-091 (November 17, 2022 meeting of the Transportation Committee)

Authorizes execution of the Third Amendment to Contract No. 2022-F-085, *Vivalon ADA Shuttle Bus Services*, with Vivalon, of San Rafael, CA, in the amount of \$759,000, for Emergency ADA Backup Service for the Larkspur Ferry, with the understanding that the funds will be available in the Ferry Division Operating Budget, as detailed in the staff report.

Resolution No. 2022-092 (November 17, 2022 meeting of the Building and Operating Committee)

Approves contracts with Elliot Bay Design Group, of Seattle, Washington; Glosten Naval Architecture & Marine Design, of Seattle, Washington; Marine Systems Corporation, of Boston, Massachusetts; Aurora Marine Design, of San Diego, California; and, Handy Marine Services, of Seattle, Washington, relative to Contract No. 2022-F-072, *On-Call Engineering, Shipcheck and Onsite Shipyard Services*, to provide on-call engineering, shipcheck and onsite shipyard services, for a three-year term, with two additional one-year option terms, in a total aggregate not-to-exceed amount of \$1,500,000, as detailed in the staff report.

Resolution No. 2022-093 (November 17, 2022 meeting of the Finance-Auditing Committee)

Receives the Independent Auditor's financial reports as submitted by Eide Bailly, LLP, for the Annual Comprehensive Financial Report, for the year ending June 30, 2022; and, receives the Independent Auditor's Communication Letter regarding matters related to the audit, as detailed in the staff report.

Resolution No. 2022-094 (November 17, 2022 meeting of the Finance-Auditing Committee) Receives the Annual Report of the OPEB Retirement Investment Trust Board, as detailed in the

staff report.

Resolution No. 2022-095 (November 18, 2022 meeting of the Board of Directors)

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, as detailed in the staff report

Resolution No. 2022-096 (November 18, 2022 meeting of the Board of Directors)

Approves the 2023 Golden Gate Bridge, Highway and Transportation District's Board of Directors Meeting Schedule, as attached.

Summary of Actions of the Board of Directors Meeting of November 18, 2022/Page 2

Resolution No. 2022-097 (November 18, 2022 meeting of the Board of Directors)

Approves the following salary and benefit changes:

- 1. An immediate 3.5% salary increase for the four (4) salaried officers: the General Manager, the Auditor-Controller, the Chief Engineering Officer, and the District Secretary;
- 2. An additional 3.5% salary increase for the four (4) salaried officers to take effect on January 1, 2023
- 3. Another 3.5% salary increase for the four (4) salaried officers to take effect on July 1, 2023; and.
- 4. An increase in the amount given to the District Secretary annually for her 401(a) account from \$1,000 to \$6,500;

Amorette M. Ko-Wong, Secretary of the District

RESOLUTION NO. 2022-090

RATIFY PREVIOUS ACTIONS BY THE AUDITOR-CONTROLLER AND ACCEPT THE INVESTMENT REPORTS FOR OCTOBER 2022 AS PREPARED BY PUBLIC FINANCIAL MANAGEMENT

November 18, 2022

WHEREAS, the Auditor-Controller and the Finance-Auditing Committee, at its meeting of November 17, 2022, has so recommended; now, therefore, be it

RESOLVED, that the Board of Directors (Board) of the Golden Gate Bridge, Highway and Transportation District had no commitments and/or expenditures to ratify for the period of October 1, 2022 through October 31, 2022; and be it further

RESOLVED, that the Board ratifies investments made during the period October 18, 2022 through November 7, 2022; and be it further

RESOLVED, that the Board hereby authorizes the reinvestment, within the established policy of the Board, of any investments maturing between November 7, 2022 and December 5, 2022, as well as the investment of all other funds not required to cover expenditures which may become available; and be it further

RESOLVED, that the Board hereby accepts the Investment Report for October 2022, as prepared by Public Financial Management and included in the staff report.

ADOPTED this 18th day of November 2022, by the following vote of the Board of Directors:

AYES (13): Directors Conroy, Garbarino, Giudice, Mastin, Pahre, Rabbitt, Rodoni,

Snyder, Stefani and Thier; Second Vice President Hill; First Vice President

Cochran and President Theriault.

NOES (0): None.

ABSENT (3): Directors Arnold, Grosboll and Hernández.

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

Michael Theriault

President, Board of Directors

ATTEST:

Amorette M. Ko-Wong

Secretary of the District

Reference: November 17, 2022, Finance-Auditing Committee, Agenda Item No. (3)

https://www.goldengate.org/assets/1/25/2022-1117-financecomm-no3-

ratofaction.pdf

RESOLUTION NO. 2022-091

AUTHORIZEEXECUTION OF AMENDMENT TO CONTRACT NO. 2022-F-085, <u>VIVALON ADA SHUTTLE BUS SERVICES</u>, WITH VIVALON, FOR EMERGENCY ADA BACKUP SERVICE FOR THE LARKSPUR FERRY

November 18, 2022

WHEREAS, due to the suspension of ferry operations at the Golden Gate Bridge, Highway and Transportation District's (District) San Francisco berthing facilities in July 2021 to accomplish needed repairs, the District transferred its ferry operations to the adjacent Gate "B," which has a different boarding configuration, making the District's vessels inaccessible to passengers with disabilities;

WHEREAS, to remain compliant with the Americans with Disabilities Act of 1990 (ADA), the District elected to provide emergency backup service for individuals with disabilities who wish to travel from Larkspur to San Francisco;

WHEREAS, in January 2022, due to staffing constraints, the District's Bus Division was no longer able to provide the emergency backup service;

WHEREAS, in order to remain ADA-compliant, a short-term contract was entered into with Vivalon, under the General Manager's authority, for a period of five months at an estimated cost of \$41,000 per month, and in April 2022, the emergency backup service contract was amended to include six weekend days, due to the need to use the Spalding vessels for service to San Francisco Giants' baseball games at Oracle Park;

WHEREAS, in the time since the contract was executed, the Board of Directors authorized multiple amendments to Contract No. 2022-F-085, most recently through Resolution No. 2022-035, which extended the ADA shuttle bus service through Dec 31, 2022;

WHEREAS, a completion date for all necessary repairs to the berthing facilities is yet to be determined, and a further amendment to the agreement is needed to extend the ADA shuttle bus service for an additional twelve-month period through December 31, 2023, at a not to exceed amount of \$759,000; and,

WHEREAS, the Transportation Committee at its meeting of November 17, 2022, has so recommended; now, therefore, be it

RESOLVED that the Board of Directors of the Golden Gate Bridge, Highway and Transportation District hereby authorizes execution of an amendment to Contract No. 2022-F-085, *Vivalon ADA Shuttle Bus Services*, with Vivalon, San Rafael, CA, in the amount of \$759,000, for Emergency ADA Backup Service for the Larkspur Ferry; and be it further

RESOLVED that funds for the service are available in the FY 22/23 Ferry Division Operating Budget and will be included in the FY 23/24 budget accordingly.

RESOLUTION NO. 2022-091 BOARD OF DIRECTORS MEETING OF NOVEMBER 18, 2022 PAGE 2

ADOPTED this 18th day of November 2022, by the following vote of the Board of Directors:

AYES (13): Directors Conroy, Garbarino, Giudice, Mastin, Pahre, Rabbitt, Rodoni,

Snyder, Stefani and Thier; Second Vice President Hill; First Vice President

Cochran and President Theriault.

NOES (0):

None.

ABSENT (3):

Directors Arnold, Grosboll and Hernández.

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

Michael Theriault

President, Board of Directors

ATTEST:

Amorette M. Ko-Wong

Secretary of the District

Reference: November 17, 2022, Transportation Committee, Agenda Item No. (4)

https://www.goldengate.org/assets/1/25/2022-1117-transcomm-no4-

authadaferryshuttlesvc.pdf

RESOLUTION NO. 2022-092

APPROVE AWARD OF CONTRACT NO. 2022-F-072, ON-CALL ENGINEERING, SHIPCHECK AND ONSITE SHIPYARD SERVICES

November 18, 2022

WHEREAS, the Golden Gate Bridge, Highway and Transportation District's (District) Ferry Division identified a need for on-call engineering, shipcheck, and onsite shipyard services based on an evaluation of past Ferry Division contracts awarded on an emergency or best interest basis, and the District's anticipated future needs for engineering assistance on capital projects related to California Air Resources Board (CARB) compliance, routine capital dry-dockings, and shipcheck surveys;

WHEREAS, on August 9, 2022, the District issued a Request for Qualifications (RFQ) No. 2022-F-072, *On-Call Engineering, Shipcheck and Onsite Shipyard Services*, to seek proposals from qualified firms to provide on-call professional services related to Planning and Marine Engineering;

WHEREAS, by the September 13, 2022 deadline, the District received five proposals and an Evaluation Committee comprised of District staff reviewed and evaluated the proposals and determined that the five firms meet the RFQ requirements and are qualified to provide the services requested by the District;

WHEREAS, following negotiations with the five firms, the District determined that each firm's hourly rates are fair and reasonable based on past and current contract rates;

WHEREAS, no Disadvantaged Business Enterprise (DBE) or Small Business Enterprise (SBE) contract-specific goal was established for this RFQ, however, the DBE Program Administrator confirmed that two of the firms are certified SBEs and the other firms propose to utilize DBE firms to provide FTA compliance and/or naval architect services, and therefore, DBE and SBE participation is anticipated during the performance of these on-call contracts; and

WHEREAS, the Building and Operating Committee at its meeting of November 17, 2022, has so recommended; now, therefore, be it

RESOLVED that the Board of Directors of the Golden Gate Bridge, Highway and Transportation District hereby approves the award of contracts relative to Contract No. 2022-F-072, On-Call Engineering, Shipcheck and Onsite Shipyard Services, to the following five firms, for a total aggregate amount not to exceed \$1,500,000, for terms of three years with two subsequent one-year options:

- Elliot Bay Design Group, Seattle, WA;
- Glosten Naval Architecture & Marine Design, Seattle, WA;
- Marine Systems Corporation, Boston, MA;

RESOLUTION NO. 2022-092 BOARD OF DIRECTORS MEETING OF NOVEMBER 18, 2022 PAGE 2

- Aurora Marine Design, San Diego, CA
- Handy Marine Engineering, Seattle, WA; and be it further

RESOLVED that there is sufficient funding in the Fiscal Year 22/23 Ferry Division Capital Budget to support the five contracts.

ADOPTED this 18th day of November 2022, by the following vote of the Board of Directors:

AYES (12):

Directors Garbarino, Giudice, Mastin, Pahre, Rabbitt, Rodoni, Snyder,

Stefani and Thier; Second Vice President Hill; First Vice President

Cochran and President Theriault.

NOES (0):

None.

ABSENT (4):

Directors Arnold, Conroy Grosboll and Hernández.

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

Michael Theriault

President, Board of Directors

ATTEST:

Amorette M. Ko-Wong Secretary of the District

Reference:

November 17, 2022, Building and Operating Committee, Agenda Item No. (7)

https://www.goldengate.org/assets/1/25/2022-1117-bocomm-no3-

oncallprofesssvcs.pdf

RESOLUTION NO. 2022-093

RECEIVE THE INDEPENDENT AUDITOR'S ANNUAL COMPREHENSIVE FINANCIAL REPORT FOR THE YEAR ENDING JUNE 30, 2022, AS SUBMITTED BY EIDE BAILLY, LLP

November 18, 2022

WHEREAS, Eide Bailly, LLP (EB) continues to perform its annual audit services under contract with the Golden Gate Bridge, Highway and Transportation District (District);

WHEREAS, the Independent Auditor's Reports (IAR) for the fiscal year ending June 30, 2022, prepared by EB, presented the Annual Comprehensive Financial Report, include the following reports: Introductory Section; Independent Auditors' Report; Management's Discussion and Analysis; Financial Statements; Required and Other Supplementary Information; and, Statistical Section;

WHEREAS, the opinion given by EB is an unqualified opinion on the District's financial statements;

WHEREAS, the Finance-Auditing Committee, at its meeting of November 17, 2022, has so recommended; now, therefore, be it

RESOLVED that the Board of Directors of the Golden Gate Bridge, Highway and Transportation District hereby receives the Independent Auditor's financial reports as submitted by Eide Bailly, LLP, for the following:

- 1. The Annual Comprehensive Financial Report (ACFR), formerly Comprehensive Annual Financial Report, for the year ending June 30, 2022; and,
- 2. The Independent Auditor's Communication Letter regarding matters related to the audit.

ADOPTED this 18th day of November 2022, by the following vote of the Board of Directors:

AYES (12):

Directors Garbarino, Giudice, Mastin, Pahre, Rabbitt, Rodoni, Snyder,

Stefani and Thier; Second Vice President Hill; First Vice President

Cochran and President Theriault.

NOES (0):

None.

ABSENT (4):

Directors Arnold, Conroy Grosboll and Hernández.

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

RESOLUTION NO. 2022-093 BOARD OF DIRECTORS MEETING OF NOVEMBER 18, 2022 PAGE 2

Michael Theriault

President, Board of Directors

ATTEST:

Amorette M. Ko-Wong Secretary of the District

Reference:

November 17, 2022, Finance-Auditing Committee, Agenda Item No. 6 https://www.goldengate.org/assets/1/25/2022-1117-financecomm-no6-recindependauditorsacfr.pdf

The Annual Comprehensive Financial Report (ACFR): https://www.goldengate.org/assets/1/25/2022-1117-financecomm-no6-acfr-attachment1.pdf

RESOLUTION NO. 2022-094

RECEIVE THE ANNUAL REPORT OF THE OPEB RETIREMENT INVESTMENT TRUST BOARD

November 18, 2022

WHEREAS, the Board of Directors (Board) of the Golden Gate Bridge, Highway and Transportation District (District), by Resolution No. 2007-077 at its meeting of August 24, 2007, established the Other Post Employment Benefits (OPEB) Trust (OPEB Trust) for purposes of funding Government Accounting Standards Board (GASB) 45 retiree healthcare and OPEB liabilities;

WHEREAS, in creating the OPEB Trust, the District also established the OPEB Retirement Investment Trust Board (Trust Board) to oversee the investment of trust assets, with specific duties and responsibilities that are spelled out in the Trust Board's Charter and Bylaws;

WHEREAS, as required in the Charter and Bylaws, the Trust Board must review, on at least an annual basis, the OPEB Trust Investment Policy, the performance of the Trust Board's service providers and the adequacy of the Charter; and, the results of this annual review must be reported to the District Board;

WHEREAS, at the October 27, 2022 Trust Board Meeting, the Trust Board amended the Investment Policy to modify the <u>Guidelines for Portfolio Holdings</u>, to permit investments in pooled vehicles domiciled outside of the United States;

WHEREAS, the investment portfolio is in full compliance with the District's OPEB Investment Policy and Trust Agreement, and the Investment Advisor's Compliance Certificate as of June 30, 2022, as attached to the staff report;

WHEREAS, there are two service providers responsible for the administration of the OPEB Trust and implementation of the Investment Policy, as designated under the Trust Agreement approved by the District: (1) PFM Asset Management LLC (PFMAM) as the Investment Advisor and Trust Administrator; and, (2) U.S. Bank National Association (U.S. Bank) as the Trustee and Custodian;

WHEREAS, on December 7, 2021, the acquisition of PFMAM by U.S. Bancorp Asset Management, Inc. ("USBAM"), a subsidiary of U.S. Bank, was completed, and, as guided by District Counsel, the District executed amendments to the PFMAM's Professional Services Agreement and the OPEB Trust Agreement to clarify fiduciary duties applicable to PFMAM as a result of the acquisition;

WHEREAS, at the October 27, 2022 Trust Board Meeting, the Trust Board ratified the Seventh Amendment to the Professional Services Agreement No. 2007-D-7, Trust & Investment Management Services for GASB 45 (OPEB) Trust and the First Amendment to the Golden Gate Bridge, Highway and Transportation District Other Post Employment Benefits (OPEB) Trust Agreement;

RESOLUTION NO. 2022-094 BOARD OF DIRECTORS MEETING OF NOVEMBER 18, 2022 PAGE 2

WHEREAS, PFMAM is now a wholly-owned subsidiary of USBAM and PFMAM will continue to operate as a separate entity and registered investment adviser as PFM Asset Management LLC, a division of USBAM;

WHEREAS, at its October 27, 2022 Meeting, the Trust Board conducted its performance review of both PFMAM and U.S. Bank and found that both have continued to consistently perform well since their engagement by the District, allowing for the most flexibility accompanied by good investment performance at a reasonable cost;

WHEREAS, the Trust Board has reviewed its Charter and no changes are recommended at this time; and,

WHEREAS, the Finance-Auditing Committee, at its meeting of November 17, 2022, has so recommended; now, therefore, be it

RESOLVED that the Board of Directors of the Golden Gate Bridge, Highway and Transportation District hereby receives the annual review of the OPEB Retirement Investment Trust Board of its investment policy, service personnel and Charter.

ADOPTED this 18th day of November 2022, by the following vote of the Board of Directors:

AYES (12):

Directors Garbarino, Giudice, Mastin, Pahre, Rabbitt, Rodoni, Snyder,

Stefani and Thier; Second Vice President Hill; First Vice President

Cochran and President Theriault.

NOES (0):

None.

ABSENT (4):

Directors Arnold, Conroy Grosboll and Hernández.

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

Michael Theriault

President, Board of Directors

ATTEST:

Amorette M. Ko-Wong

Secretary of the District

Reference: November 17, 2022, Finance-Auditing Committee, Agenda Item No. 7

https://www.goldengate.org/assets/1/25/2022-1117-financecomm-no7-

annualrepopebtrustboard.pdf

RESOLUTION NO. 2022-095

FINDING THAT THE PROCLAIMED STATE OF EMERGENCY CONTINUES TO IMPACT THE ABILITY TO MEET SAFELY IN PERSON

November 18, 2022

WHEREAS, on March 4, 2020, Governor Newsom declared a State of Emergency to make additional resources available, formalize emergency actions already underway across multiple state agencies and departments, and help the State prepare for a broader spread of COVID-19;

WHEREAS, on March 17, 2020, in response to the COVID-19 pandemic, Governor Newsom issued Executive Order N-29-20, which suspended certain provisions of the Ralph M. Brown Act in order to allow legislative bodies to conduct meetings electronically without a physical meeting place;

WHEREAS, on June 11, 2021, Governor Newsom issued Executive Order N-08-21, which specified that Executive Order N-29-20 would expire on September 30, 2021;

WHEREAS, on September 16, 2021, the Governor signed Assembly Bill 361 into law as urgency legislation that goes into effect on October 1, 2021, amending Government Code Section 54953 of the Brown Act to allow legislative bodies to continue to meet remotely during a proclaimed state of emergency, provided certain conditions are met and certain findings are made;

WHEREAS, the Governor's proclaimed State of Emergency remains in effect, and State and local officials, including the California Department of Public Health and the Department of Industrial Relations, have imposed or recommended measures to promote social distancing.

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

- 1. The Board of Directors of the Golden Gate Bridge, Highway and Transportation District has reconsidered the circumstances of the State of Emergency, and finds that:
 - a. The factors triggering the State of Emergency continue to directly impact the ability of the members of the Board and members of the public to meet safely in person; and
 - b. State or local officials continue to recommend measures to promote social distancing.
- 2. The District will comply with the requirements of Government Code Section 54953(e)(2), when holding Board and committee meetings pursuant to this Resolution.
- 3. The Board of Directors will reconsider the circumstances of the State of Emergency and revisit the need to conduct meetings remotely within 30 days of the adoption of this Resolution.

RESOLUTION NO. 2022-095 BOARD OF DIRECTORS MEETING OF NOVEMBER 18, 2022 PAGE 2

ADOPTED this 18th day of November 2022, by the following vote of the Board of Directors:

AYES (12):

Directors Garbarino, Giudice, Mastin, Pahre, Rabbitt, Rodoni, Snyder,

Stefani and Thier; Second Vice President Hill; First Vice President Cochran

and President Theriault.

NOES (0):

None.

ABSENT (4):

Directors Arnold, Conroy Grosboll and Hernández.

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

Michael Theriault

President, Board of Directors

ATTEST:

Amorette M. Ko-Wong

Secretary of the District

RESOLUTION NO. 2022-096

APPROVE THE 2023 GOLDEN GATE BRIDGE, HIGHWAY AND TRANSPORTATION DISTRICT'S BOARD OF DIRECTORS MEETING SCHEDULE

November 18, 2022

WHEREAS, the Secretary of the Golden Gate Bridge, Highway and Transportation District (District) annually prepares the "Board of Directors Meeting Schedule" and said schedule requires approval of the Board of Directors (Board);

WHEREAS, after review of agendas from previous years and following consultation with the President of the Board and District staff, staff proposed a schedule where the Board meets once a month;

WHEREAS, in addition to the Board and Standing Committee meetings, the biannual meetings of the OPEB Board of Trustees will be held on March 23 and October 26, 2023; now, therefore, be it

RESOLVED that the Board of Directors of the Golden Gate Bridge, Highway and Transportation District hereby approves the 2023 Board of Directors Meeting Schedule, as detailed and attached to the staff report.

ADOPTED this 18th day of November 2022, by the following vote of the Board of Directors:

AYES (12):

Directors Garbarino, Giudice, Mastin, Pahre, Rabbitt, Rodoni, Snyder,

Stefani and Thier: Second Vice President Hill: First Vice President

Cochran and President Theriault.

NOES (0):

None.

ABSENT (4):

Directors Arnold, Conroy Grosboll and Hernández.

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

Michael Theriault

President, Board of Directors

ATTEST:

Amorette M. Ko-Wong Secretary of the District

Reference:

November 18, 2022, Board of Directors Meeting, Agenda Item No. 10.C. https://www.goldengate.org/assets/1/25/2022-1118-boardmeeting-no10c-app2023boardmeetingschedule.pdf

RESOLUTION NO. 2022-097

APPROVE AMENDMENTS TO EMPLOYMENT AGREEMENTS WITH THE GENERAL MANAGER, DISTRICT ENGINEER, AUDITOR-CONTROLLER AND SECRETARY OF THE DISTRICT

November 18, 2022

WHEREAS, the Advisory Committee for Review of Officers of the District (Advisory Committee), has concluded the annual evaluation of the General Manager, District Engineer, Auditor-Controller and the Secretary of the District of the Golden Gate Bridge, Highway and Transportation District (District);

WHEREAS, the Chair of the Advisory Committee has presented a report to the Board of Directors to summarize the officer evaluations and recommendations; now, therefore, be it

RESOLVED that the Board of Directors of the Golden Gate Bridge, Highway and Transportation District hereby approves the following actions:

- 1. Provide an immediate 3.5% salary increase for the four (4) salaried officer: the General Manager, the Auditor-Controller, the Chief Engineering Officer, and the District Secretary;
- 2. An additional 3.5% salary increase for the four (4) salaried officers to take effect on January 1, 2023:
- 3. Another 3.5% salary increase for the four (4) salaried officers to take effect on July 1, 2023; and,
- 4. An increase in the amount given to the District Secretary annually for her 401(a) account from \$1,000 to \$6,500.

ADOPTED this 18th day of November 2022, by the following vote of the Board of Directors:

AYES (12): Directors Garbarino, Giudice, Mastin, Pahre, Rabbitt, Rodoni, Snyder,

Stefani and Thier; Second Vice President Hill; First Vice President Cochran

and President Theriault.

NOES (0): None.

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

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

Michael Theriault

President, Board of Directors

ATTEST:

Amorette M. Ko-Wong Secretary of the District