



Agenda Item No. (5)

**BOARD OF DIRECTORS MEETING**  
**FRIDAY, DECEMBER 16, 2022**

**(5) CONSENT CALENDAR:**

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

- (1) Transportation Committee of November 17, 2022;
- (2) Building and Operating Committee of November 17, 2022;
- (3) Finance-Auditing Committee of November 17, 2022;
- (4) Board of Directors of November 18, 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, November 2022

**Resolution**

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November 17, 2022



**MINUTES OF THE TRANSPORTATION COMMITTEE/  
COMMITTEE OF THE WHOLE**

**Assembly Bill 361, signed by the Governor of the State of California on September 16, 2021, amends the Ralph M. Brown Act to allow Board members, staff and the public to participate remotely in meetings, without complying with traditional teleconference meeting rules.**

**These minutes are supplemented by the video recording that is posted online at:  
<https://www.youtube.com/user/goldengatedistrict>.**

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

Honorable Members:

A meeting of the Transportation Committee/Committee of the Whole (Committee) of the Golden Gate Bridge, Highway and Transportation District (District) was held virtually/remotely on Thursday, November 17, 2022, at 9:00 a.m., Vice Chair Hill presiding.

- (1) Call to Order:** 9:00 a.m. **[00:34 Minutes Mark on the Video Recording]**
- (2) Roll Call:** Secretary of the District Amorette M. Ko-Wong.

**Committee Members Present (7):** Vice Chair Hill; Directors Mastin, Rabbitt, Rodoni, Snyder and Thier; President Theriault.

**Committee Member Absent (1):** Chair Arnold.

**Other Directors Present (4):** Directors Cochran, Conroy, Garbarino and Pahre.

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

**Committee of the Whole Members Absent (5):** Directors Arnold, Giudice, Grosboll, Hernández and Stefani.

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

**TRANSPORTATION COMMITTEE/COMMITTEE OF THE WHOLE**  
**NOVEMBER 17, 2022/PAGE 2**

**Staff Present:** General Manager Denis Mulligan; 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/Administration and Development Kellee Hopper; Director of Planning Ron Downing; ADA Compliance and Program Manager Jon Gaffney; Executive Administrator to the General Manager Justine Bock; Senior Board Analyst Elizabeth Eells.

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

**(3) Report of District Advisory Committees [03:49 Minutes Mark on the Video Recording]**

**(a) Advisory Committee on Accessibility; (b) Bus Passengers Advisory Committee; (c) Ferry Passengers Advisory Committee; and (d) Pedestrian and Bicycle Advisory Committee**

The staff report was for informational purposes only and no action was taken.

The following individual spoke under public comment: **[04:36 Minutes Mark on the Video Recording]**

- David Pilpel, San Francisco Resident

**[Director Conroy arrived.]**

**(4) Authorize Execution of a Third Amendment to Contract No. 2022-F-085, Vivalon ADA Shuttle Bus Services, with Vivalon, for Emergency ADA Backup Service for the Larkspur Ferry [06:01 Minutes Mark on the Video Recording]**

ADA Compliance and Program Manager Jon Gaffney presented the staff report.

**[08:38 Minutes Mark on the Video Recording]**

Director Mastin inquired about the shuttle ridership and the possibility of an outside temporary lift during the berth repair project.

Director Pahre inquired about certificated transportation alternatives.

Director Snyder inquired about the possibility of distributing transportation vouchers and the timeline for the berth repair project.

Mr. Gaffney and Mr. Mulligan responded to the Directors' inquiries, outlined the limits of other transportation alternatives and spoke about some of the project unknowns. Mr. Mulligan indicated that the project could last past late summer.

**TRANSPORTATION COMMITTEE/COMMITTEE OF THE WHOLE**  
**NOVEMBER 17, 2022/PAGE 3**

**(a) Action by Committee**

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

**RECOMMENDATION**

The Transportation Committee/Committee of the Whole recommends that the Board of Directors authorize execution of the third 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, with the understanding that the funds will be available in the Ferry Division Operating Budget.

**Action by the Board at its meeting of November 18, 2022 – Resolution**

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

**NOES (0):** None.

**ABSENT (5):** Directors Arnold, Giudice, Grosboll, Hernández and Stefani.

**(5) Update on Regional Transit Coordination Presentation [16:22 Minutes Mark on the Video Recording]**

Director of Planning Ron Downing presented the staff report, which was for informational purposes only and no action was taken. Mr. Mulligan added that other public agency boards are receiving similar presentations, and many District staff members are very engaged in the process.

**[28:51 Minutes Mark on the Video Recording]**

Director Rabbitt expressed appreciation for Mr. Mulligan's leadership, Mr. Downing's presentation and other staff members' contributions to the project. He commented about the project goals and noted the importance of collaboration and coordination.

Director Thier commended Mr. Mulligan, Mr. Downing and other staff for their contributions to the effort including coordination with other agencies. She spoke about the value of transit coordination.

The following individual spoke under public comment: **[32:20 Minutes Mark on the Video Recording]**

- David Pilpel, San Francisco Resident

**[34:39 Minutes Mark on the Video Recording]**

Mr. Mulligan responded to the public comment.

(6) **Monthly Report on Bridge Traffic, Transit Ridership Trends, and Transit Service Performance** [37:07 Minutes Mark on the Video Recording]

General Manager Denis Mulligan presented the staff report, which was for informational purposes only and no action was taken. He stated that Bridge traffic remains down, especially during commute hours. He highlighted that compared to pre pandemic levels - regional bus ridership is about 80%, commute bus ridership is about 20% and ferry ridership is about 50%.

[38:51 Minutes Mark on the Video Recording]

Director Mastin inquired about the bus farebox recovery rate.

[39:23 Minutes Mark on the Video Recording]

Mr. Mulligan responded to the Director's inquiry, and clarified that the current riders are taking more local trips and indicated that the local trips generate less revenue.

(7) **Monthly Report on Activities Related to Marin Transit** [40:26 Minutes Mark on the Video Recording]

General Manager Denis Mulligan presented the staff report, which was for informational purposes only and no action was taken.

(8) **Public Comment**

There was no public comment.

(9) **Adjournment** [41:16 Minutes Mark on the Video Recording]

All business having been concluded, **Directors MASTIN/SNYDER** moved and seconded that the meeting be adjourned at 9:42 a.m.

**Carried**

Respectfully submitted,

Elbert Hill, Vice Chair  
Transportation Committee

EH:AMK:EIE:tnm

November 17, 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.**

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<https://www.youtube.com/user/goldengatedistrict>.**

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) met in regular session held virtually/remotely on Thursday, November 17, 2022, at 9:47 a.m., Chair Garbarino presiding.

**(1) Call to Order:** 9:47 a.m. **[00:33 Minutes Mark on the Video Recording]**

**(2) Roll Call:** Secretary of the District Amorette M. Ko-Wong.

**Committee Members Present (8):** Chair Garbarino; Vice-Chair Mastin; Directors Cochran, Conroy, Pahre, Rabbitt and Thier; President Theriault.

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

**Other Directors Present (4):** Directors Giudice, Hill, Rodoni and Snyder.

**Committee of the Whole Members Present (12):** Directors Conroy, Garbarino, Giudice, 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, Hernández and Stefani.

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

**Staff Present:** General Manager Denis Mulligan; 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

**BUILDING AND OPERATING COMMITTEE/COMMITTEE OF THE WHOLE  
NOVEMBER 17, 2022/PAGE 2**

Mona Babauta; Deputy General Manager/Administration and Development Kellee Hopper; Director of Engineering and Maintenance/Ferry Division Michael Hoffman; 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) Approve Award of Contract No. 2022-F-072, On-Call Engineering, Shipcheck and Onsite Shipyard Services [03:14 Minutes Mark on the Video Recording]**

Director of Engineering and Maintenance/Ferry Division Michael Hoffman presented the staff report.

**[06:31 Minutes Mark on the Video Recording]**

President Theriault inquired about the definition of shipcheck.

Director Hill expressed appreciation for the approach and Mr. Hoffman's efforts on the procurement.

Mr. Hoffman responded to the President's inquiry.

**[Director Giudice arrived.]**

**(a) Action by the Committee**

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

**RECOMMENDATION**

The Building and Operating Committee/Committee of the Whole recommends that the Board of Directors approve the award of Contract No. 2022-F-072, *On-Call Engineering, Shipcheck and Onsite Shipyard Services*, to the following 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
- Aurora Marine Design, San Diego, CA
- Handy Marine Services, Seattle, WA

**Action by the Board at its meeting of November 18, 2022 – Resolution**



**BUILDING AND OPERATING COMMITTEE/COMMITTEE OF THE WHOLE  
NOVEMBER 17, 2022/PAGE 3**

**AYES (11):** Directors Conroy, Garbarino, Mastin, Pahre, Rabbitt, Rodoni, Snyder and Thier; Second Vice President Hill; First Vice President Cochran; President Theriault.  
**NOES (0):** None.  
**ABSTENTION (1):** Director Giudice.  
**ABSENT (4):** Directors Arnold, Grosboll, Hernández and Stefani.

**(4) Presentation on Ferry Vessel Electrification & Alternative Fuels [09:24 Minutes Mark on the Video Recording]**

Director of Engineering and Maintenance/Ferry Division Michael Hoffman provided the presentation, which was for informational purposes only and no action was taken. He introduced his presentation by speaking about conferences that he attended and an investigative trip to Norway to learn about electric and hydrogen fuel ferries. He also spoke about the importance of matching the operating profile to the ferry fuel choice.

**[28:43 Minutes Mark on the Video Recording]**

Chair Garbarino and Director Hill expressed appreciation for the presentation.

Director Hill inquired about the possibility of electric charging infrastructure at the District's ferry terminals. He commented about the importance of studying the technology.

Mr. Hoffman responded to the Director's inquiry.

**[31:11 Minutes Mark on the Video Recording]**

The following individuals spoke under public comment:

- David Pilpel, San Francisco Resident
- Dave Rhody, The Climate Reality Project

**(5) Status Report from Board Appointee(s) on Sonoma-Marín Area Rail Transit Board [36:59 Minutes Mark on the Video Recording]**

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

**(6) Status Report on Engineering Projects [43:05 Minutes Mark on the Video Recording]**

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

**[43:28 Minutes Mark on the Video Recording]**

Director Mastin expressed appreciation for the report format. He inquired about the State Department of Toxic Substances Control (DTSC) comments that are highlighted on page 48. He also asked about the possibility that the elevator project could affect staff.

Ms. Bauer-Furbush responded to the Director's inquiries.

**(7) Public Comment**

There was no public comment.

**(8) Adjournment [45:17 Minutes Mark on the Video Recording]**

All business having been concluded, Directors COCHRAN/THIER moved and seconded that the meeting be adjourned at 10:32 a.m.

**Carried**

Respectfully submitted,

Patricia Garbarino, Chair  
Building and Operating Committee

PG:AMK:EIE:tnm

November 17, 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.youtube.com/user/goldengatedistrict>.**

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) met in regular session held virtually/remotely on Thursday, November 17, 2022, at 10:36 a.m., Chair Rabbitt presiding.

- (1) **Call to Order:** 10:36 a.m. **[00:17 Minutes Mark on the Video Recording]**
- (2) **Roll Call:** Secretary of the District Amorette M. Ko-Wong. **[01:00 Minutes Mark on the Video Recording]**

**Committee Members Present (6):** Chair Rabbitt; Vice Chair Pahre; Directors Cochran, Giudice and Mastin; President Theriault.

**Committee Members Absent (2):** Directors Grosboll and Hernández.

**Other Directors Present (5):** Directors Garbarino, Hill, Rodoni, Snyder and Thier.

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

**Committee of the Whole Members Absent (5):** Directors Arnold, Conroy, Grosboll, Hernández and Stefani.

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

**Staff Present:** General Manager Denis Mulligan; 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/Administration and Development Kellee Hopper; Director of Accounting Cody Smith; Director of Fiscal Resources Alice Ng; Director of Budget and Electronic Revenue Jennifer Mennucci; Director of Risk Management and Safety Kelli Vitale; Executive Administrator to the General Manager Justine Bock; Senior Board Analyst Elizabeth Eells.

**[Director Mastin arrived and Director Thier departed.]**

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 [03:29 Minutes Mark on the Video Recording]**

PFM Senior Managing Consultant Wale Kajopaiye presented the Investment Report.

**[10:40 Minutes Mark on the Video Recording]**

Chair Rabbitt commented about the economic indicators.

Director Hill inquired about the District's investments in Asset Backed Securities.

Mr. Kajopaiye responded to the Director's inquiry.

**(a) Action by the Committee**

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

**RECOMMENDATION**

The Finance-Auditing Committee/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 October 1, 2022 through October 31, 2022;
- (ii) Ratify investments made during the period October 18, 2022 through November 7, 2022;
- (iii) Authorize 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 that may become available; and,
- (iv) Accept the Investment Report for October 2022.

**Action by the Board at its meeting of November 18, 2022 – Resolution**  
**CONSENT CALENDAR**

**AYES (10):** Directors Garbarino, Giudice, 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, Hernández, Stefani and Thier.

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

No actions required authorization.

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

No actions required authorization.

[Director Thier returned.]

**(6) Receive the Independent Auditor’s Annual Comprehensive Financial Report for the Year Ending June 30, 2022, as Submitted by Eide Bailly, LLP [14:09 Minutes Mark on the Audio Recording]**

Ahmad Gharaibeh of Eide Bailly LLP presented the Independent Auditor’s report. He stated that the District received a “clean opinion on the financial statements.” The team had no financial statement adjustments and encountered no difficulties in the performance of the audit. Management was helpful, and provided the necessary documentation and contacts to confirm the reported amounts.

**[17:39 Minutes Mark on the Video Recording]**

Director of Accounting Cody Smith expressed appreciation for the Accounting Department members who worked with the Eide Bailly team. He said those staff members included Accounting Manager Vicky Ng, Accountant Leo Del Toro, Accountant Patrick Callan, Accountant John Kwan, Accounting Specialist Ginette Lacues, Accounting Specialist Jennifer Croaro and Accountant Ferdinand Bueno.

**[17:15 and 18:39 Minutes Mark on the Video Recording]**

Chair Rabbitt expressed appreciation for the report and the contributions of the team members.

**(a) Action by the Committee**

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

**RECOMMENDATION**

The Finance-Auditing Committee/Committee of the Whole recommends that the Board of Directors receive the Independent Auditor's financial reports as submitted by Eide Bailly, LLP, for the following:

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

**Action by the Board at its meeting of November 18, 2022 – Ordinance  
NON-CONSENT CALENDAR**

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

**NOES (0):** None.

**ABSENT (5):** Directors Arnold, Conroy, Grosboll, Hernández and Stefani.

**(7) Receive the Annual Report of the OPEB Retirement Investment Trust Board [20:59 Minutes Mark on the Audio Recording]**

Director of Fiscal Resources Alice Ng presented the staff report.

**[24:53 Minutes Mark on the Audio Recording]**

Chair Rabbitt expressed appreciation for the report and Ms. Ng's work on the OPEB Trust.

The following individual spoke under public comment: **[25:09 Minutes Mark on the Video Recording]**

- David Pilpel, San Francisco Resident

Ms. Ng responded to the public comment, and indicated that the funded percentage of the OPEB Trust is 66.5% as of June 30, 2022.

**(b) Action by the Committee**

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

**RECOMMENDATION**

The Finance-Auditing Committee/Committee of the Whole recommends that the Board of Directors receive the Annual Report of the OPEB Retirement Investment Trust Board. This report summarizes the annual review of the OPEB Retirement Investment Trust Board of its investment policy, service personnel and Charter.

**Action by the Board at its meeting of November 18, 2022 – Resolution**  
**NON-CONSENT CALENDAR**

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

**NOES (0):** None.

**ABSENT (5):** Directors Arnold, Conroy, Grosboll, Hernández and Stefani.

**(8) Status Report on the FY 22/23 Budget [28:13 Minutes Mark on the Video Recording]**

Director of Budget and Electronic Revenue Jennifer Mennucci presented the staff report, which was for informational purposes only and no action was taken. She stated that the report is the same as the one presented to the Committee the prior month. She said she had seen an early release of the October revenues, which remain well below pre-pandemic levels.

Chair Rabbitt stated he would like to take Public Comment before the Closed Session.

**(9) Public Comment [30:18 Minutes Mark on the Video Recording]**

There were no public comments.

**(10) Closed Session [30:29 Minutes Mark on the Video 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. 9(a):

**(a) Conference with Legal Counsel – Existing Litigation**

Pursuant to Government Code Section 54956.9(a)

Report of Athens Administrators, Inc.

(i) *Lionel Hankins, Jr. v. Golden Gate Bridge, Highway and Transportation District.*

(ii) *Dannie Hollans v. Golden Gate Bridge, Highway and Transportation District.*

**[0:19 Minutes Mark on the Closing Video Recording]**

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

the Committee gave the negotiator guidance about how to proceed with the matters.

**(11) Adjournment [00:47 Minutes Mark on the Video Recording]**

All business having been concluded Directors COCHRAN/MASTIN moved and seconded that the meeting be adjourned at 11:16 a.m.

**Carried**

Respectfully submitted,

David Rabbitt, Chair  
Finance-Auditing Committee

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DRAFT





2022-11

**GOLDEN GATE BRIDGE, HIGHWAY AND TRANSPORTATION DISTRICT**

**MEMORANDUM OF MINUTES**

**BOARD OF DIRECTORS MEETING**

**NOVEMBER 18, 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 video recording that is posted online at:  
<https://www.youtube.com/user/goldengatedistrict>.

The Board of Directors (Board) of the Golden Gate Bridge, Highway and Transportation District (District) met in regular session held virtually/remotely on Friday, November 18, 2022, at 10:02 a.m., President Theriault presiding.

- (1) **CALL TO ORDER:** President Michael Theriault. **[00:17 Minutes Mark on the Video Recording]**
- (2) **ROLL CALL:** Secretary of the District Amorette M. Ko-Wong. **[1:00 Minutes Mark on the Video Recording]**

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

**Directors Absent (3):** Director Arnold, Grosboll and Hernández.

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

**Staff Present:** General Manager Denis Mulligan; Auditor-Controller Joseph Wire; District Engineer Ewa Bauer-Furbush; Secretary of the District Amorette Ko-Wong; Attorneys Madeline Chun and Kimon Manolius; Deputy General Manager/Bridge Division David Rivera; Deputy General Manager/Bus Transit Division Mona Babauta; Deputy General Manager/Administration and Development Kellee Hopper; Executive

**BOARD OF DIRECTORS MEETING  
NOVEMBER 18, 2022/PAGE 2**

Administrator to the General Manager Justine Bock; Senior Board Analyst Elizabeth Eells.

- (3) **PLEDGE OF ALLEGIANCE:** Director Chris Snyder [03:33 Minutes Mark on the Video Recording]

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

[Director Conroy arrived.]

- (4) **PUBLIC COMMENT:** [04:09 Minutes Mark on the Video Recording]

President Theriault inquired about the number of people who were present to make public comments. Secretary of the District Amorette Ko-Wong responded there are three members of the public who want to speak.

President Theriault confirmed that the callers would have three minutes each in which to make their comments.

The following individuals spoke under Public Comment: [04:42 Minutes Mark on the Video Recording]

- Manuel Gamboa, Sacramento County Resident
- Dave Rhody, The Climate Reality Project
- David Pilpel, San Francisco Resident

[14:01 Minutes Mark on the Video Recording]

General Manager Denis Mulligan responded to the public comments. He expressed appreciation for the Gamboa family's tireless advocacy of the Suicide Deterrent System. He indicated that staff is pleased Mr. Gamboa and others attended a private event hosted by the District for families that have lost a loved one at the Bridge.

He thanked Mr. Rhody for his comments and continued advocacy.

He expressed appreciation for former Speaker of the House Nancy Pelosi for her contributions to the nation and support of the District and Golden Gate Bridge.

He said that Ms. Ko-Wong was working to ensure the public would retain the option to participate remotely in meetings when the Board returns to in person meetings.

President Theriault stated that he had the honor of having Speaker of the House Pelosi represent his District for many years.

- (5) **CONSENT CALENDAR:** [17:00 Minutes Mark on the Video Recording]

Ms. Ko-Wong presented the Consent Calendar. For the record, she said that she had included an item on the Board agenda 'Approve Actions to Amend the 2022 Master Ordinance Relative to Public Parking Hours and Rates for Parking Lots at the Golden Gate

**BOARD OF DIRECTORS MEETING  
NOVEMBER 18, 2022/PAGE 3**

Bridge' as a Resolution, and she had ensured the Board minutes reflect that the action resulted in an Ordinance.

**Directors THIER/COCHRAN** 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, Mastin, Pahre, Rabbitt, Rodoni, Snyder, Stefani and Thier; Second Vice President Hill; First Vice President Cochran; President Theriault.

**NOES (0):** None.

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

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

- (1) Transportation Committee of October 27, 2022;
- (2) Building and Operating Committee of October 27, 2022;
- (3) Finance-Auditing Committee of October 27, 2022;
- (4) Governmental Affairs and Public Information of October 28, 2022; and,
- (5) Board of Directors of October 28, 2022.

**Carried**

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

**Resolution No. 2022-090** (as detailed in the November 17, 2022 Finance-Auditing Committee meeting)

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

**Adopted**

**(6) REPORTS OF OFFICERS:**

**(A) General Manager [18:57 Minutes Mark on the Video Recording]**

Mr. Mulligan presented the General Manager Report.

He provided an update on the impacts of the COVID-19 pandemic on the District. He spoke about the office vacancy rate in downtown San Francisco, and said Bridge revenues remain down about \$1 million per week.

He spoke about a Metropolitan Transportation Commission regional study to evaluate zero emission infrastructure for bus and ferry operations.

He recognized Daniel Gomez and Suzanna Adamova for their District service.

**(B) Attorney**

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

**BOARD OF DIRECTORS MEETING  
NOVEMBER 18, 2022/PAGE 4**

**(1) Closed Session**

Attorney Manolius reported that two Closed Sessions, listed on the Board Agenda as Item Nos. 6.B.1.a. and 10.D.1. would take place just prior to the conclusion of this meeting:

**6.B.1.a Conference with Legal Counsel – Anticipated Litigation**

Pursuant to Government Code Section 54956.9(d)(2)

Report of Hanson Bridgett, LLP

One Potential Case.

**10.D.1 Public Employee Performance Evaluation and Conference with Labor  
Negotiator**

Pursuant to Government Code Section 54957 and 54957.6

Report of Advisory Committee Review of Officers

- (a) General Manager
- (b) District Engineer
- (c) Auditor-Controller
- (d) Secretary of the District
- (e) Attorney of the District

**(C) District Engineer [24:05 Minutes Mark on the Video 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 of the Suicide Deterrent System (SDS) project, Toll Plaza Administration Building Elevator project, and Larkspur Ferry Terminal and Dredging project.

**[28:21 Minutes Mark on the Video Recording]**

Director Thier expressed appreciation to Ms. Bauer-Furbush, Mr. Mulligan and staff for their efforts on the SDS project. She spoke about the importance of the SDS, which will help save lives.

**(7) OTHER REPORTS:**

There were no Other Reports to discuss.

**(8) REPORT OF COMMITTEES: [29:25 Minutes Mark on the Video Recording]**

**(A) Meeting of the Transportation Committee/Committee of the Whole [29:40  
Minutes Mark on the Video Recording]**

**November 17, 2022**

**Vice Chair Elbert Hill**

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

Vice Chair Hill expressed appreciation for staff's presentation, an Update on Regional Transit Coordination, of the day before, and said he has one item for

consideration by the Board.

- (1) **Authorize Execution of a Third Amendment to Contract No. 2022-F-085, Vivalon ADA Shuttle Bus Services, with Vivalon, for Emergency ADA Backup Service for the Larkspur Ferry** [30:27 Minutes Mark on the Video Recording]

**Directors HILL/SNYDER**

**Resolution No. 2022-091** authorizes execution of the third 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, with the understanding that the funds will be available in the Ferry Division Operating Budget.

**Adopted**

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

**NOES (0):** None.

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

[Director Conroy Departed.]

- (B) **Meeting of the Building and Operating Committee/Committee of the Whole**  
[32:39 Minutes Mark on the Video Recording]  
**November 17, 2022**  
**Chair Patricia Garbarino**

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

Chair Garbarino expressed appreciation for Director of Engineering and Maintenance/Ferry Division Michael Hoffman's presentation regarding zero emission ferries and stated she has one item for consideration by the Board.

- (1) **Approve Award of Contract No. 2022-F-072, On-Call Engineering, Shipcheck and Onsite Shipyard Services** [33:56 Minutes Mark on the Video Recording]

**Directors GARBARINO/PAHRE**

**Resolution No. 2022-092** approves the award of Contract No. 2022-F-072, *On-Call Engineering, Shipcheck and Onsite Shipyard Services*, to the following 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

**BOARD OF DIRECTORS MEETING  
NOVEMBER 18, 2022/PAGE 6**

- Aurora Marine Design, San Diego, CA
- Handy Marine Services, Seattle, WA

**Adopted**

**AYES (12):** Directors Garbarino, Giudice, Mastin, Pahre, Rabbitt, Rodoni, Snyder, Stefani and Thier; Second Vice President Hill; First Vice President Cochran; President Theriault.

**NOES (0):** None.

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

**(C) Meeting of the Finance-Auditing Committee/Committee of the Whole [36:01  
Minutes Mark on the Video Recording  
November 17, 2022  
Chair David Rabbitt**

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

**(1) Receive the Independent Auditor's Annual Comprehensive Financial Report for the Year Ending June 30, 2022, as Submitted by Eide Bailly, LLP [36:29 Minutes Mark on the Video Recording]**

**Directors RABBITT/COCHRAN**

**Resolution No. 2022-093** receives the Independent Auditor's financial reports as submitted by Eide Bailly, LLP, for the following:

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

**Adopted**

**AYES (12):** Directors Garbarino, Giudice, Mastin, Pahre, Rabbitt, Rodoni, Snyder, Stefani and Thier; Second Vice President Hill; First Vice President Cochran; President Theriault.

**NOES (0):** None.

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

**(2) Receive the Annual Report of the OPEB Retirement Investment Trust Board [37:47 Minutes Mark on the Video Recording]**

**Directors RABBITT/GIUDICE**

**Resolution No. 2022-094** receives the Annual Report of the OPEB Retirement Investment Trust Board. This report summarizes the annual review of the OPEB Retirement Investment Trust Board of its investment policy, service personnel and Charter.

**Adopted**

**AYES (12):** Directors Garbarino, Giudice, Mastin, Pahre, Rabbitt, Rodoni, Snyder, Stefani and Thier; Second Vice President Hill; First Vice President Cochran; President Theriault.

**NOES (0):** None.

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

**(9) ADDRESSES TO BOARD:**

There were no Addresses to the Board.

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

**(A) Adopt a Resolution in Accordance with Assembly Bill 361 Finding That the Proclaimed State of Emergency Continues to Impact the Ability to Meet Safely in Person [39:28 Minutes Mark on the Video Recording]**

Ms. Ko-Wong presented the staff report. She said that she provided information to President Theriault regarding possible meeting sites and he would be working with Board leadership to determine next steps.

President Theriault confirmed that he had received a list of locations spread throughout the District's jurisdiction.

**Directors COCHRAN/HILL**

**Resolution No. 2022-095** 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 (12):** Directors Garbarino, Giudice, Mastin, Pahre, Rabbitt, Rodoni, Snyder, Stefani and Thier; Second Vice President Hill; First Vice President Cochran; President Theriault.

**NOES (0):** None.

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

**(B) Consider Possible Action to Terminate the Suspension of Board Procedural Rules and Policies for COVID-19 Related Emergency Actions [41:32 Minutes Mark on the Video Recording]**

Mr. Mulligan presented the staff report.

**Directors GARBARINO/GIUDICE** moved and seconded to continue consideration of this item until the next Board meeting.

**Carried**



**BOARD OF DIRECTORS MEETING  
NOVEMBER 18, 2022/PAGE 8**

**AYES (12):** Directors Garbarino, Giudice, Mastin, Pahre, Rabbitt, Rodoni, Snyder, Stefani and Thier; Second Vice President Hill; First Vice President Cochran; President Theriault.

**NOES (0):** None.

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

**(C) Approve the 2023 Golden Gate Bridge, Highway and Transportation District's Board of Directors Meeting Schedule [43:11 Minutes Mark on the Video Recording]**

Ms. Ko-Wong presented the staff report, and said she had consulted with President Theriault about the proposed dates.

**Directors MASTIN/THIER**

**Resolution No. 2022-096** approves the 2023 *Board of Directors Meeting Schedule* as presented in the Attachment.

**Adopted**

**AYES (12):** Directors Garbarino, Giudice, Mastin, Pahre, Rabbitt, Rodoni, Snyder Stefani and Thier; Second Vice President Hill; First Vice President Cochran; President Theriault.

**NOES (0):** None.

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

**(D) Report of 2022 Advisory Committee for Review of Officers**

**(1) Closed Session [44:45 Minutes Mark on the Audio Recording]**

Attorney Kimon Manolius, at the request of President Theriault, 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 Nos. 6.B.1.a. and 10.D.1.

**(2) Open Session [46:40 Minutes Mark on the Video Recording]**

After Closed Session, President Theriault called the meeting to order in Open Session with a quorum present. At the request of President Theriault, Attorney Manolius reported that the Board had met in Closed Session, as permitted by the Brown Act, and was briefed about the matter referenced in Agenda Item No. 6.B.1.a.

**[47:11 Minutes Mark on the Video Recording]**

President Theriault reviewed the Advisory Committee report about Agenda Item No. 10.D.1. He stated that the officers had been tireless and unfaltering in their work, forthright and creative. He also stated they had been transparent and shown strong advocacy on behalf of the District and Board. He asked Director Rabbitt to review the Board's recommendation.



(i) **Consideration of Compensation Adjustment for the General Manager, District Engineer, Auditor-Controller and Secretary of the District** [47:39 Minutes Mark on the Video Recording]

Director Rabbitt concurred with President Theriault's description of the officers, indicated they do tireless work especially in these difficult times, and expressed the Board's appreciation for their work. He outlined the Board's recommendation as detailed in Resolution No. 2022-097.

Director Thier expressed appreciation to all staff for their work and stated their work is invaluable.

Director Giudice echoed Director Thier's comments. He indicated he is impressed by the thoroughness of the process and the excellent performance of the officers. He noted that Directors had provided valuable historical perspective.

**[50:00 Minutes Mark on the Video Recording]**

The following individuals spoke under public comment:

- David Pilpel, San Francisco Resident

**[50:41 and 53:06 Minutes Mark on the Video Recording]**

President Theriault clarified that the recommended contribution to Ms. Ko-Wong's 401(a) account is \$6,500.

In response to the public comment, President Theriault stated that the Board was very careful to match the officers' increases to those provided to the employees who are represented by the Labor Coalition. He noted the officers' first increase is occurring later than the one provided to Labor Coalition members.

**Directors RABBITT/GARBARINO**

**Resolution No. 2022-097** approves the following actions:

- Provides a 3.5% salary increase for the four salaried officers of General Manager, Auditor-Controller, District Engineer and District Secretary effective immediately, another 3.5% salary increase effective on January 1, 2023, and another 3.5% salary increase effective on July 1, 2023; and,
- Increases the District's annual contribution to the District Secretary's 401(a) account from \$1,000 to \$6,500 per year.

**Adopted**

**AYES (12):** Directors Garbarino, Giudice, Mastin, Pahre, Rabbitt, Rodoni, Snyder, Stefani and Thier; Second Vice President Hill; First Vice President Cochran; President Theriault.

**NOES (0):** None.

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

**BOARD OF DIRECTORS MEETING  
NOVEMBER 18, 2022/PAGE 10**

**(11) UNFINISHED BUSINESS:**

The Closed Session for Agenda Item No. 6.B.1.a. is outlined under Agenda Item No. 10.D.1.

**(12) NEW BUSINESS:**

There was no New Business.

**(13) COMMUNICATIONS: [54:52 Minutes Mark on the Video Recording]**

There were no Communications.

**(14) ADJOURNMENT: [55:02 Minutes Mark on the Video Recording]**

All business having been concluded Directors GIUDICE/HILL moved and seconded that the meeting be adjourned at 11:29 a.m.

**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 DECEMBER 15, 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 December 15, 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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