

**METRO RTA
GOVERNANCE
COMMITTEE MEETING MINUTES
416 KENMORE BOULEVARD BOARD ROOM
VIRTUAL MEETING
WEDNESDAY, JANUARY 20, 2021
8:00 A.M.**

ITEM 1: CALL TO ORDER

Attendees: Gary Spring, Robert DeJournett, David Prentice, Heather Heslop Licata, Renee Greene, Dawn Distler, Jay Hunter, Jamie Saylor

Mr. Gary Spring called the meeting to order at 8 a.m.

ITEM 2: APPROVAL OF MINUTES FROM DECEMBER MEETING

Motion to approve the minutes by Mr. Robert DeJournett. Second by Ms. Renee Greene.

ITEM 3: DISCUSSION ITEMS

Ms. Dawn Distler presented the need for more specialized legal services with McMahon Berger, P.C. The law firm has worked closely with Roetzel & Andress (R&A) on legal matters regarding contract negotiations and arbitrations from September 2020 to now. Ms. Distler advised it is also best for the organization to have a separate firm to represent METRO in these legal matters. Ms. Distler expressed her confidence with this legal team.

Mr. Gary Spring stated McMahon Berger has been used ad hoc since September and the proposed resolution seeks to formalize using their services to handle sensitive matters relating to labor and arbitration.

Ms. Heather Heslop Licata stated she had a conversation with her appointing authority who expressed concerns and questions in terms of the dollar amount and hiring an out of state firm. The Committee held an extensive conversation regarding this concern. Ms. Distler reiterated that METRO does their best to utilize local companies; however, McMahon Berger is specialized in the area of service METRO needs and Ms. Distler expressed her confidence moving forward.

Mr. DeJournett expressed his support for the Resolution. Mr. Spring also expressed his support indicating that he did not think it is wise to change the firm leading METRO's representation on certain matters at this juncture.

Mr. David Prentice also expressed his concerns about the not to exceed amount outlined in the Resolution.

Ms. Greene expressed her confidence in Ms. Distler's ability to lead the organization and supports the Resolution.

ITEM 4: RESOLUTIONS FOR CONSIDERATION

Resolution 2021-01: A resolution authorizing the purchase of specialized legal services above and beyond METRO's daily legal needs. (Page 3)

ITEM 5: OTHER BUSINESS

ITEM 6: CALL FOR ADJOURNMENT

Adjourned at 8:19 a.m.