

METRO REGIONAL TRANSIT AUTHORITY

# Governance Committee

**JANUARY 20, 2021**  
**8:00 AM**

CHAIR: MR. GARY SPRING

MEMBERS: MS. HEATHER HESLOP LICATA, MR. DONALD CHRISTIAN,  
MS. RENEE GREENE & MR. ROBERT DEJOURNETT



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

**ITEM 1: CALL TO ORDER**

**ITEM 2: APPROVAL OF MINUTES FROM DECEMBER MEETING**

**ITEM 3: DISCUSSION ITEMS**

- Specialized Legal Services

**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**

**COMMITTEE ASSIGNMENT:  
GOVERNANCE**

**RESOLUTION 2021-01**

A resolution authorizing the purchase of specialized legal services above and beyond METRO's daily legal needs.

**WHEREAS**, METRO Regional Transit Authority currently has a three (3) year contract with two (2) one year options, for daily legal services under a firm-fixed contract; and

**WHEREAS**, circumstances arise from time to time, where there is a need for specialized legal services above and beyond METRO's everyday needs; and

**WHEREAS**, METRO wishes to enter into an agreement for such services with McMahon Berger, P.C.

**NOW, THEREFORE BE IT RESOLVED**, by the Board of Trustees of the METRO Regional Transit Authority that:

1. The Board hereby authorizes the Chief Executive Officer to enter into an agreement for specialized legal services with McMahon Berger, P.C. not to exceed \$200,000 in 2021.
2. All formal actions of this Board of Trustees related to this Resolution and all deliberations of the Board of Trustees and any of its committees that resulted in such formal action were in meetings open to the public in compliance with all legal requirements, including Section 121.22 of the Revised Code.

**DATE ADOPTED:** January 26, 2021

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**ROBERT DEJOURNETT,  
PRESIDENT**

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**DAWN DISTLER,  
CHIEF EXECUTIVE OFFICER/  
SECRETARY-TREASURER**



To: Gary Spring, Governance Committee Chair

From: Dawn Distler, Chief Executive Officer 

Date: January 8, 2021

Re: Resolution 2021-01

As you are aware, we dealt with extenuating issues throughout 2020. These are serious issues presenting us with the need for specialized legal services. McMahon Berger, P.C. provided these legal services working with our daily legal services attorney of record Roetzel & Andress and we have been able to handle these employment matters. However, the ramifications from these issues has yet to conclude and McMahon Berger, P.C. is best suited to bring these matters to fruition.

McMahon Berger, P.C. continues to provide METRO with services that best lead us to successful outcomes. It is also preferable to have counsel that is not involved in the ongoing collective bargaining negotiation assist us with these matters. As such, I respectfully request the support of Resolution 2021-01 so these issues reach a positive conclusion for this Board and this organization.

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**METRO RTA  
GOVERNANCE COMMITTEE  
MEETING MINUTES  
416 KENMORE BOULEVARD BOARD ROOM  
VIRTUAL MEETING  
FRIDAY, DECEMBER 4, 2020  
2:00 PM**

**ITEM 1: CALL TO ORDER**

Attendees: Gary Spring, Robert DeJournett, Renee Greene, Nick Fernandez, Don Christian, Mark Derrig, Vincent Rubino, Dave Prentice, Dawn Distler

Mr. Gary Spring called the meeting to order at 2:05 p.m.

**ITEM 2: APPROVAL OF MINUTES FROM NOVEMBER MEETING**

Motion to approve minutes by Mr. Don Christian. Second by Ms. Renee Greene.

**ITEM 3: DISCUSSION ITEMS**

None

**ITEM 4: EXECUTIVE SESSION**

Mr. Gary Spring and Mr. Robert DeJournett called for an executive session to discuss the Chief Executive Officer's contract. Roll call was conducted.

The Committee entered executive session at 2:15 p.m. The Committee exited Executive Session at 3:20 p.m. Roll call was conducted.

**ITEM 5: RESOLUTIONS FOR CONSIDERATION**

None

**ITEM 6: OTHER BUSINESS**

None

**ITEM 7: CALL FOR ADJOURNMENT**

Adjourned at 3:21 p.m.