

**RECORD OF PROCEEDINGS  
SPECIAL COUNCIL MEETING  
MONDAY, APRIL 29, 2019 - 7:00 A.M.  
MAYOR WILLIAM G. KOONS PRESIDING**

**MEMBERS PRESENT:** Carroll, Galicki, Nairn, Porter, Schloss

**MEMBERS ABSENT:** Canton

**OFFICIALS PRESENT:** Fiscal Officer Romanowski, Solicitor Matheney

Mayor called the Special Council meeting to order at 7:00 a.m. The Fiscal Officer read the roll and noted Canton was absent. The Mayor stated that Council was going to consider creating a new grant fund and the appropriations. The Fiscal Officer explained that in the past, the Village had not dealt with many grants and advised that they had to be handled specifically according to the grant funding documentation. The Village currently had two grants, the Ohio Environmental Protection Agency (EPA) 319 grant for the Village Hall Headwater Restoration and the Natureworks grant for the South Russell Village Park playground. In order to meet the requirements of the grant, special capital funds were required for each grant so that the revenues and expenditures could be tracked. Funds needed to be created for the two individual grants. After the funds were established, it would be necessary to amend the appropriations to transfer the money from where it had been held to the new funds. Then, legislation would have to be passed to do the actual transfer of those funds.

Carroll asked how these grants differed from grants the Village had received in the past such as the Bell Road project. The Fiscal Officer stated there were problems identified with how the past grant was handled on the State Audit. Carroll asked if there was a generic grant fund for grants regardless. The Solicitor stated they had to be very specific. Every grant must have a specific separate fund because of the grant language which specifically required everything to be separated and tracked in the fund. Going forward, she thought this was the best method. Nairn asked about simultaneous projects, and the Fiscal Officer explained this was called co-mingling of funds. Porter asked if, in the future, for example, the Police were to get a grant for radios, would this require a separate fund? The Fiscal Officer stated it would depend on how the grant language was written. For example, the NOPEC grant could go through the Village because it was not a government grant. Carroll clarified that it was based on the grant requirements. The Mayor added that the auditor said the Village needed to get this done.

Nairn introduced an Ordinance establishing a capital projects fund to be known as Village Headwater Restoration Project. Nairn made a motion to waive readings and declaring an emergency. Porter seconded. Roll call – ayes, all. Motion carried. Nairn made a motion to adopt, seconded by Porter. Roll call – ayes, all. Motion carried. **ORD 2019-23.**

Nairn introduced an Ordinance establishing a capital projects fund to be known as Natureworks Park Playground. Nairn made a motion to waive readings and declaring an emergency, seconded by Porter. Roll call – ayes, all. Motion carried. Nairn made a motion to adopt, seconded by Porter. Roll call – ayes, all. Motion carried. **ORD 2019-24.**

The Fiscal Officer read an ordinance stating that appropriations needed to be amended by decreasing the Street Maintenance Funds \$75,248 and increasing the Income Tax transfer expenses \$75,248 into the new Village Hall Headwater Project Fund. The Village also must increase the Village Headwater Project Fund expenses by \$188,118, which includes both the South Russell share and the grant share. Nairn made a motion waive further readings, seconded by Porter. Roll call – ayes, all. Motion Carried. Nairn made a motion to adopt, seconded by Porter. Motion carried. **ORD 2019-25.**

Porter introduced an ordinance transferring \$75,248 from the Income Tax Fund to the Headwater Fund. Nairn made a motion to waive further readings, seconded by Porter. Roll call – ayes, all. Motion carried. Nairn made a motion to adopt, seconded by Porter. Roll call – ayes, all. Motion carried. **ORD 2019 – 26.**

The Mayor stated that Council was discussing Village engineering services and made a motion to go out for proposals at the April 22, 2019 Council Meeting. The Mayor asked the Solicitor that since there was an incorrect statement in the minutes, would there be a need to address it. The Solicitor advised that it could be addressed at the present meeting. He said that there had been a motion. The Solicitor corrected the Mayor to say that there was not a motion, but a statement by the Mayor saying that Council had made a motion. The Mayor stated this was done when Council approved the minutes, and the Solicitor concurred.

The Mayor asked the Solicitor for suggestions on the first steps Council should take in the process of going out for quotes and proposals for engineer services.

Carroll made a motion to create an ad hoc committee to review and develop Request for Proposal (RFP)/Request for Qualifications (RFQ) for Engineering firms. Nairn seconded. Carroll stated that the committee started out with Galicki and Nairn, and although Galicki removed himself from the committee, he proposed that Nairn and Galicki continue since they had already completed the lion share of work for the committee. He also suggested that Schloss participate because of his professional experience which would be beneficial to the committee in finalizing the proposals to be sent out.

Porter asked if the Village would be continuing with CT Consultants on a month-to-month basis throughout the process. Carroll advised that this would be necessary. He further stated that the Fiscal Officer had put together a timeline for the process, and he did not think it would take too long since much of the work had been done by Nairn and Galicki. The Mayor asked if Council had seen the RFQ. Porter stated yes, and the Mayor questioned whether he had. Porter stated that Galicki and Nairn distributed it at a previous meeting. Galicki advised that the Mayor took the one copy they had. Carroll stated that there was a generic document from CT to which Porter was referring that listed what engineering services the Village could consider, and the committee discussed the list at some point. Carroll assumed that the Mayor based the RFP he sent out on this document. Porter stated the document reflected a requirement that an engineering firm have experience with Village road contracts and added that this would mean a company that dealt with state or counties would not have met this criterion. He would amend this RFQ to include these types of engineering services to any type of municipalities rather than limiting it to a Village. Galicki asked to which RFQ Porter was referring. Porter stated it was a one-page document that was distributed a couple of Council meetings ago. Galicki stated it had just been one example, and there was no decision made about the language of the RFP. Porter stated this was a point going forward, that he would not limit it to an engineering

firm that had only serviced Villages, but would expand it to state, county, township, and villages so that the Village would get the broadest brush that it could for the type of work.

Carroll asked the Mayor where he got the list that he sent to the eight engineering firms. The Mayor asked that Council remain on the topic of the RFQ. Carroll stated it was an RFQ that the Mayor sent off to the engineering firms, and he was asking where the Mayor got his list. Carroll asked if it was based on the RFQ that CT developed. The Mayor stated it was not. Carroll asked where the Mayor got the list of items that he emailed Carroll that he indicated he wanted in a proposal to the engineering firms. The Mayor stated he did not want this in the proposals. He said he sent out a generic RFQ letter. Carroll clarified that the document he was viewing was not part of the document sent to the eight firms. Porter corrected that the Mayor sent out an RFP. RFQ was a request for qualifications. The Solicitor explained that RFQ's are usually used with design-builds and are a specific part of the Ohio Revised Code statute, which is not what the Village is doing. The Village is requesting proposals. She realized it sounded like "request for quotes," but technically an RFQ is a request for qualifications, which involves design-build contracts for engineers and architects.

Porter stated that if someone sent out an RFP, an engineering firm was being asked to submit a proposal to provide engineering services for a certain amount of money covering various activities. Council would not be specifying what qualifications it wanted, but rather asking for a proposal if the firm were interested in doing business with the Village. Porter advised that his concern was that CT was operating without a contract with the road program coming up and other projects, and if the Village planned to switch firms in midstream, it needed to be clear about what it wanted from the submitting companies.

Carroll advised that utilizing the Fiscal Officer's timeline, the first step would be creation of the committee and then review by Council of the RFP that would be sent to the engineering firms. He added that Council would need to act quickly.

The Mayor stated that eight engineering firms had received an RFP signed by the Mayor. He added that the Village had heard back from two of the eight. The letter stated that if the firms wanted the Village's business, this was what the Village wanted the firm to do by June 11<sup>th</sup>. The Mayor stated that this was what went out. The Mayor heard from Neff Engineering, which stated they were too busy, and the Mayor received a phone call from Bowen Engineering stating that they were interested. Schloss questioned the interest of Bowen and stated they were primarily an architectural firm. Carroll stated that the Village had not advertised or followed a process and deferred to the Solicitor to identify the process.

The Solicitor suggested that if Council were going to have an ad hoc committee, she would suggest doing a Sunshine Notice for meetings. Whatever recommendation they developed should be presented to Council, and Council should approve, modify, or disapprove the recommendation and then move forward with the RFP.

Carroll reiterated that creation of the ad hoc committee had been proposed, and suggested to include Galicki, Nairn, and Schloss. The Mayor asked if Carroll was eliminating the Mayor from the committee. Carroll replied that he was and explained that he did not think the Mayor needed to be a part of it due to the contention of the last time the committee was created. There was a lot of dissent at the last Council meeting because of the two different directions by the committee, which was not technically formed but was formed, and the Mayor. Carroll further explained that to allow the

committee to come up with proposals he thought would be a Council decision. The Mayor would be able to weigh in and attend the meetings. Additionally, there would be a review of the proposed RFP at the Council meeting. Carroll stated this was his position on the matter. Carroll stated the Mayor did not have to be a member of the Committee, nor did he need to be in charge of the committee. The Mayor stated that a month ago, Carroll put him in charge of the committee. Carroll stated he did not put the Mayor in charge of it, that the Mayor put himself in charge of it. He stated Council never put the Mayor in charge of it and added that the Mayor stated at the April 22<sup>nd</sup> Council meeting that he created the committee and that he was in charge of the committee. The Mayor stated that they had a miscommunication because the minutes read, "the Mayor stated Council voted to go out for bids for the engineering contract. He advised that he, the Finance Committee and the Street Committee Chair would meet to oversee the process." Carroll stated there was no motion. The Mayor stated this was correct. Carroll added that the committee was not established. The Mayor agreed but stated that the intent was there. He then referenced a March 29<sup>th</sup> email where Carroll said he thought Council put the Mayor in charge of "this". He added that there was no response saying that the Mayor was not in charge. He thought that Council had directed the Mayor to put together an RFP for an open proposal for engineering at the last Council meeting. It was sent out to everybody, according to the Mayor, and there was no response of "no, we did not." Carroll said he had misspoken, but due to the contentious nature of the last meeting, he thought the committee should consist of three Council members. The Mayor stated that was fine. Carroll apologized for the misunderstanding of the email, but said he thought Council needed to get past the contentiousness.

The Mayor stated there was a lot of contention. However, he added that everyone approved the minutes, which they hopefully read, and saw the email, but no one said the Mayor was not to do this. So, the Mayor went ahead and worked with the Solicitor and sent out an RFP. Carroll asked if he worked with the committee on it. The Mayor stated he and the committee met on April 8<sup>th</sup>, which Carroll attended. Carroll explained that he was attending a separate committee meeting with Schloss at the time, and it was a coincidence that the two meetings coincided. He added that at the previous Council meeting the Mayor indicated he was blindsided by this. The Mayor stated that Carroll and Schloss sat in and watched the meeting. Carroll stated he was at Village Hall for 15 minutes and then left. Carroll explained that based on what Galicki said at the April 22<sup>nd</sup> Council meeting, there were two parallel roads the Mayor and the Committee were on. The Mayor agreed and added that the committee had already met and interviewed somebody, and he did not even know about it. Nairn stated it was not an interview but information gathering, which was what the Mayor had asked the committee to do. The Mayor asked with whom the committee met. Nairn stated it was Valley Engineering, CT Consultants, and a third firm she would need to locate the name of. Galicki stated that the process was continuing and came to an abrupt halt when the Mayor sent an email that indicated he was ready to move forward with soliciting input and participation of citizens. The Committee responded to the Mayor that they did not think it was necessary to include citizens, and that they were not ready to move forward. The next step they anticipated was to develop an RFP and bring it before Council. The response from the Mayor was that he had already sent out requests. Galicki said he did not view these actions as being indicative of working with the committee and did not understand the urgency for the proposals. The Mayor stated he did not know that Council never created Galicki and Nairn as a committee. Galicki stated that the Mayor was the one who approached Nairn and himself. The Mayor stated he asked them to help. He said that it stated in the minutes that they were going to help. Nairn stated the Mayor approached the two of them during an informal recess during the Regular Council meeting, and she and Galicki promptly attended to the task. Galicki added that there was no direction or communication from the Mayor about the process. They started the process by seeing what going out to bid for an engineering company would look

like. The Village had no information to determine what a request for services would look like. As a result, they started information gathering to determine what the document and/or procedure of going out for a quote would look like.

Porter asked for the name of the third contractor with whom Nairn and Galicki spoke, and Nairn advised she had the notes at home.

The Mayor indicated Council needed to vote. Carroll reiterated that the vote was on the motion to create an ad hoc committee consisting of Galicki, if he was still interested, Nairn, and Schloss. Galicki asked for clarification whether the Mayor was in or out of the process. Carroll stated the Mayor was not part of the process at this point in time. Galicki asked if further discussion was required, and Porter stated a second was first required. Galicki seconded. Porter stated that this was about having the Mayor as part of the committee. The Mayor stated that Council should remember that an RFP had already gone to the eight firms. Galicki stated that if it was being considered that the action had already been taken, he did not want to be part of the process, given how the process had worked to date. Porter clarified that if the Mayor was a part of the process, Galicki would not want to be a part of it. Galicki stated the Mayor was a part of it, and that resulted in the circumstance that brought them to this meeting. RFP's had been sent out without any approval by Council. Galicki asked if the committee was simply to provide legitimacy to the Mayor's actions. If this was the case, he believed the Mayor's actions were out of order and out of line and given that, he could not get back involved in the process. Galicki added that there were plenty of Council members from whom to choose. Given the scenario that occurred, he could not in good conscience support the actions that were taken.

Carroll advised that there should be three Council members on the committee and added that Council would still review what will be sent out, unlike the last time. Carroll proposed that it should be Schloss, Canton, and Nairn. Porter asked if the motion was being amended. Carroll amended his motion to include Canton, Schloss, and Nairn for the ad hoc committee to develop the RFP for engineering firms. Porter asked if Council planned to have the RFP out and responses back by June 11<sup>th</sup>. Galicki stated that the Mayor already indicated that the RFP had been sent out. He added that this was one of the confusing factors and did not understand why the committee was being created if the Mayor insisted that the RFP had already gone out with a date. Carroll explained that the proper procedure was not followed in forming the committee, which he thought should be done first. He stated a process should be followed, which was the intent in the first place. He wanted the committee to finish the work and do it the right way. Carroll said Council did not approve the proposal that went out. Porter asked if the committee was going to be an advisory to the Mayor. Carroll stated it was not, that it was an ad hoc committee that would develop the proposals that Council would review and vote on as a Council. Porter stated then the committee would be advisory to Council. Carroll stated that it would be as much as any other committee would be. Porter wanted to be clear about what the committee was going to do. Nairn asked for a definition of "ad hoc". The Mayor stated it meant 'set aside for one particular topic.' Porter stated that 'ad hoc' was temporary and formed for a specific purpose, in this case to evaluate an engineering firm for the Village. He thought Council should specify whom the committee was advising. Porter stated that the committee was supposed to report back by June 11<sup>th</sup> as to engineering firms that the Village would consider for the current 2019 contract, with CT to continue working during the process. He added that there was one Council meeting in May and then there was the first meeting in June, which meant the committee had a short timeline. Nairn added that the Village had gotten itself in trouble in the past for steamrolling through projects. She characterized it as a whirling dervish with an emphasis on moving fast, and she has

become concerned when she would hear that Council needed to hurry up. For that reason, Porter suggested the Village should engage CT for this year and use the process for next year's contract so that there would be an engineering firm in place for the road program and 319 grant. Carroll disagreed and said Council needed to decide to do the ad hoc committee and do the process. He clarified that the motion on the floor currently was to create an ad hoc committee to develop an RFP to advise Council and the Mayor. The issue of continuing with CT month-to-month was another discussion. Nairn saw the need to move forward with the process, and expressed concern with CT being month to month, although she trusted CT. She explained that after information gathering, she noted that CT was expensive, and this was an opportunity to possibly save tax dollars. Nairn stated the matter had become complicated and she was disillusioned. Porter stated if the committee could do its work in the short period of time, the Village was still half way through the year without an engineering firm under contract.

Carroll stated that the motion on the floor was to create an ad hoc committee for the specific goal of developing an RFP and helping to identify an engineering firm for the Village of South Russell. The committee would be made up of Nairn, Schloss, and Canton. Porter asked if there was a chairman to call the meetings. Nairn declined. Schloss agreed to be the Chair. The Mayor asked Schloss and the Solicitor what information was necessary in an RFP. The Solicitor stated it would be what the Village was looking for in terms of engineering services needed by the Village. She said the goal would be to have an engineering firm that could do everything for the Village, not where the Village would have to seek outside contractors. She stated it should be as broad as possible. Porter stated that the Village would need a firm that could manage a road program, two environmental stormwater projects, and have the ability to answer questions relating to building facility issues. Porter added that CT was currently doing these things for the Village, but on a broader scale. The Solicitor added that zoning, planning, landscaping, swales, wet meadows, and traffic could be considered for inclusion. The Mayor asked if this would go in the RFP, and the Solicitor stated it could. She said the verbiage could read, "all engineering services to include but not limited to...." The Mayor asked Schloss if he had seen what the Mayor sent out, and what else should have been included. Schloss did not think there would have been anything else and added that what the Mayor sent was fine. He thought speaking to the individuals would give the committee a good feel for them. Nairn stated that adding the verbiage recommended by the Solicitor would cover unforeseen situations. The Solicitor added that there was an expectation that the Village Engineer would be expected to attend one meeting a month, and/or special meetings.

The Mayor stated in an RFQ, traffic and water would be spelled out. Porter corrected the Mayor and stated an RFP would do this, and that an RFQ identified professional requirements. Schloss said the Village would get the quotes after it got the proposals. Porter stated that the letter was already sent out, so he assumed the committee would receive the responses and then make a recommendation to Council on June 11<sup>th</sup> as to what firm should be employed by the Village in 2019. Carroll countered that the committee would review what the Mayor sent out based on the work that had already been done and make sure it was accurate. The committee might want to advertise, put it in the paper, or send it to specific engineering firms. He thought it might be worthwhile to advertise. Porter stated there might be national firms that would be interested that would not have been part of the process unless the Village advertised. Carroll wanted to ensure Council was being transparent, open, and that the process was done well. If the committee decided the Mayor's letter was fine, it could be resent or used to advertise, and that was up to the committee. The committee would bring their recommendations to Council at the next meeting.

The Solicitor asked if there was a timeline in the letter the Mayor sent. Porter replied that it was June 11<sup>th</sup> at 4:00 p.m. Nairn suggested May 31<sup>st</sup>, and stated she did not recall discussing a June 11<sup>th</sup> deadline. The Mayor stated the letter went out right before Easter and gave the firms six weeks and gave the Village time before the June 10<sup>th</sup> Council meeting to have heard from the eight firms. Nairn said it should have been May 31<sup>st</sup>. The Mayor said he chose June 11<sup>th</sup> in case the Village had not heard by June 10<sup>th</sup>, it would give an extra day to contact the firms to tell them they had not responded. He further stated that Neff already sent a letter stating they were too busy. Nairn stated if the firms want the business, they will respond. She thought going into the second week in June was too late. The Mayor addressed Nairn and said that if on June 10<sup>th</sup> the committee had received seven of eight proposals, it would give the committee Tuesday, June 11<sup>th</sup> to contact the eighth firm. Nairn questioned chasing after the firms. The Mayor stated what if it was sent to the wrong address. Carroll said he understood the Mayor's efforts to be accommodating, but a deadline is a deadline. If it were advertised, the deadline would be posted.

Schloss stated if he were the chairman of the committee, he would make sure individual interviews were conducted with each firm and be totally transparent with Council. If need be, he would have the firms come before Council for a final interview. Nairn concurred. Schloss stated that three of the firms worked throughout Chagrin Valley, but the other ones were basically architectural firms, and he did not think the Village would be interested in them. Schloss first planned to call the recipients, have interviews, go through the process and then speak with Council.

Carroll amended his motion for creation of the ad hoc committee consisting of Nairn, Schloss, and Canton with Schloss as Chairman for the purposes of developing and sending out the RFP for an engineering firm, bringing to Council recommendations on moving forward and the steps to take. The Mayor asked if another RFP would be sent out, and stated he did not want to look stupid to the eight firms to which he already sent an RFP. Carroll said it should be left to the committee to decide, but the RFP would have to be sent out again as amended. He recommended the committee advertise it in the paper with a specific deadline to ensure that the opportunity would be offered to all.

Porter was concerned that the committee should have specific effective dates and the duration of the engineering contract. Carroll stated if Council followed a tight timeline, it could be for this year. Porter asked if Council was looking for a recommendation from the committee for a 2019 and 2020 contract or 2019 only. Galicki recommended getting this from the committee. Porter thought it gave the committee a goal with an endpoint. Carroll said the committee had a goal to do the RFP and present its recommendations to Council. The committee could recommend using CT for the rest of the year and have the next firm for 2020, or they could recommend a contract for 2019 and 2020 or an 18 month contract, but it would be up to the committee to determine this. Porter pointed out that ad hoc committees are temporary. He said this was a recipe for forever. He said if Council established what the committee was ultimately to do, it was better than telling them to come up with recommendations for undefined things.

Carroll thought it had been definitive, reiterating that the purpose of the committee was to draft an RFP and make a recommendation to Council on actions going forward for the purposes of identifying an engineering firm for the Village moving forward. Porter clarified it would be for the remainder of 2019 and 2020 and beyond.

The Fiscal Officer asked for clarification as to whether the committee was going to consider everything it had, decide on an RFP, and then have it approved by Council, or would the committee

do everything and then make a recommendation. Carroll stated the committee would develop an RFP that Council could review and consider approving at the May 13<sup>th</sup> Council meeting. Their recommendation could be to use the Mayor's letter as written and/or suggestions of how it should be rewritten. Carroll said his recommendation would be to post and advertise the RFP. Porter stated that on May 13<sup>th</sup>, the committee should have a final recommendation for Council.

The Mayor asked Schloss to consider how to get the RFP out to more than just the eight firms; to get it to everybody in Northeast Ohio. He asked if there was a journal, trade, or association publication. Nairn asked if there was an organization that oversees engineering firms. Schloss said he was not aware of one. The Mayor suggested the Ohio Construction Association. Schloss stated he would start with the Plain Dealer and Sun Newspaper. Nairn suggested the Chagrin Valley Times. Porter suggested the News Herald. He added there was also the Ohio Contractors Association. Porter said if it were publicized in the media, it would serve as notice for the firms.

The Fiscal Officer stated that the motion on the floor was for the ad hoc committee to consist of Canton, Nairn, and Schloss, with Schloss as Chairman. The Mayor asked if there were instructions for the ad hoc committee. Porter stated it was to develop an RFP, bring it to Council May 13<sup>th</sup> for approval or amendment, then to solicit engineering firms for the RFP through the newspapers, Village website, and have a recommendation as to the engineering firm to provide services for the Village in 2019 and potentially beyond. Schloss seconded. Voice vote – ayes, Carroll, Galicki, Porter, Schloss. Nay – Nairn. Motion carried.

**ADJOURNMENT:** Being that there was no further business before Council, Porter made a motion to adjourn, seconded by Carroll at 8:47 a.m.

  
William G. Koons, Mayor

  
Danielle Romanowski, Fiscal Officer

Prepared by: Leslie Galicki