RESOLUTION NO. 2025-67
INTRODUCED BY: Mayor Bodnar

AN EMERGENCY RESOLUTION
APPOINTING AND ESTABLISHING TERMS, CONDITIONS AND COMPENSATION FOR THE SERVICES OF THE DIRECTOR OF LAW AND ASSISTANT DIRECTOR OF LAW FOR MAYFIELD VILLAGE, OHIO

BE IT RESOLVED BY THE COUNCIL OF MAYFIELD VILLAGE, OHIO, THAT:

SECTION 1. The Mayor's appointment of Diane A. Calta of Mansour Gavin LPA, as "Director of Law" for Mayfield Village, Ohio (hereinafter "the Municipality") and Kathryn E. Weber of Mansour Gavin LPA, as "Assistant Director of Law", is hereby confirmed, subject to the terms, conditions and compensation hereinafter established.

SECTION 2. The Director of Law shall be responsible for the administration of all civil, municipal legal matters and shall perform all duties specified by the Charter of Mayfield Village, Ohio with regard to the Director of Law. The Director of Law shall not be responsible for the conduct or compensation of the Municipal Prosecutor, who shall be separately appointed, directed and compensated.

SECTION 3. The Director of Law shall personally conduct or directly supervise all activities for which she is responsible. Attendance at meetings of Council shall be the sole and exclusive responsibility of the Director of Law, except as hereinafter stated, and all adversary litigation shall be directed by the Director of Law. The Director of Law may delegate some of her duties to members of her law firm, Mansour Gavin LPA, and in the event of absence from meetings or in the event the Director of Law is unable to conduct litigation, the Law Director shall designate the Assistant Director of Law or other qualified member of her law firm to assist and serve the Municipality in accordance with the terms and conditions of this Resolution.

SECTION 4. Effective January 1, 2026 through December 31, 2027, the charges to the Municipality for services rendered shall be as follows:

(a) For attendance at all Council Caucus and Regular Council meetings; attendance at Planning & Zoning Commission workshop and voting meetings; attendance at other Board, Commission, or Committee meetings at which the attendance of the Director of Law is requested (not to exceed two (2) meetings per month); attendance at two (2) weekly or biweekly Department Head meetings per month; review of agreements and preparation of routine legislation for Council approval; preparation of legal opinions requiring minimal research; and all communications related to items covered in this subsection (a); an annual retainer of Thirty-Five Thousand Dollars ($35,000.00) to be paid in biweekly installments, payable in advance, to Diane A. Calta, Director of Law, and Kathryn E. Weber, Assistant Director of Law. The distribution of the retainer between the

Director of Law and the Assistant Director of Law shall be determined by the Director of Law and communicated to the Director of Finance for implementation.

(b) For all services requested or authorized and not specifically set forth in subsection (a) hereof, including but not limited to: attendance at hearings; representation in litigation; review of public records requests and responses thereto; drafting of contracts and agreements; drafting of new or complex legislation, preparation of legal opinions requiring substantial research; and all communications related to items covered in this subsection (b); a rate of Two Hundred Twenty Dollars ($220.00) per hour during calendar year 2026 and Two Hundred Thirty-Five Dollars ($235.00) per hour during calendar year 2027 for the legal services of partners and senior attorneys of Mansour Gavin LPA and Two Hundred Dollars ($200.00) per hour for the legal services of Associates of the firm.

(c) Reimbursement of out-of-pocket expenses reasonably and necessarily incurred on behalf of the Municipality and documented as required by the Internal Revenue Service of the United States of America for tax deductible business expenses.

Section 5. The Director of Law shall keep the Mayor and Council fully and completely informed of all developments with regard to municipal litigation and shall not, without obtaining prior consent of the majority of the members of Council, given by Motion during a regular or special meeting, appeal any Court decision. No settlement on behalf of the Municipality shall be proposed nor consummated without prior consultation with Council in open or executive session as authorized by Ohio Law.

Section 6. If, due to a conflict of interest or other specialized circumstance, the employment of another attorney for the Municipality becomes desirable, the Mayor may appoint outside counsel. Such appointment shall be made in accordance with the Charter of Mayfield Village, Ohio and such appointment shall be subject to confirmation by a majority vote of Council.

Section 7. All services provided by the Director of Law and the terms and conditions of employment not specifically covered by this Resolution shall be subject to review by the Mayor and Council from time-to-time, and the Director of Law shall be required to approach the Mayor and Council with regard to such terms and conditions before undertaking any activity not contemplated by this Resolution.

Section 8. The Council finds and determines that all formal actions of this Council relating to the adoption of this Resolution have been taken at open meetings of this Council; and that deliberations of this Council and of its committees, resulting in such formal action, took place in meetings open to the public, in compliance with all statutory requirements including the requirements of Section 121.22 of the Ohio Revised Code.

Section 9. This Resolution is hereby declared to be an emergency measure immediately necessary for the preservation of the health, safety and welfare of the residents of Mayfield Village, Ohio, for the reason that it provides for the administration of the Law Department, a function mandated by Charter. It shall, therefore, take effect immediately upon the passage by the affirmative vote of a majority of the members of Council and approval by the Mayor or otherwise at the earliest time allowed by law.

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STEPHEN SCHUTT, COUNCIL PRESIDENT

First Reading: _____, 2025

Second Reading: _____, 2025

Third Reading: _____, 2025

PASSED: _____, 2025

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BRENDA T. BODNAR, MAYOR

APPROVED AS TO FORM:

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DIANE A. CALTA, LAW DIRECTOR

ATTEST: _____
MARY E. BETSA, Clerk of Council