

**COUNCIL OF THE  
VILLAGE OF HIGHLAND HILLS**

**RESOLUTION NO. 2024-13**

For the January 24, 2024  
Special Council Meeting

Introduced by: Mayor Michael L. Booker  
Supported by:

**A RESOLUTION CONFIRMING THE MAYOR'S RE-APPOINTMENT OF THOMAS P. O'DONNELL TO SERVE AS LAW DIRECTOR FOR THE VILLAGE OF HIGHLAND HILLS, AND DECLARING AN EMERGENCY.**

**WHEREAS:** The position of Law Director is an appointive position; and

**WHEREAS:** The Mayor has re-appointed Thomas P. O'Donnell to the position of Law Director; and

**WHEREAS:** Council confirms the various appointments made by the Mayor; and

**WHEREAS:** Council desires to confirm this reappointment; and

**WHEREAS:** It is necessary to keep an accurate record of these various appointments as to individuals appointed and their term of office.

**NOW, THEREFORE, BE IT ORDAINED BY THE COUNCIL OF THE VILLAGE OF HIGHLAND HILLS, COUNTY OF CUYAHOGA AND STATE OF OHIO:**

Section 1: That Council hereby confirms the re-appointment of Thomas P. O'Donnell to the position of Law Director for the Village of Highland Hills, and hereby authorizes and directs the Mayor and Council President to enter into a contract with Mr. O'Donnell for professional services to be provided, said contract to be substantially the same as a copy of which is attached hereto as Exhibit "A" and incorporated herein fully by reference as if fully rewritten.

Section 2: That pursuant to HHC O Section 141.01, the term of said appointment shall run concurrent with the remainder of the Mayor's term of Office, or until such time as a successor has been appointed and confirmed.

Section 3: That the annual salary of said appointed official shall be as set forth in Exhibit A.

Section 4: That this Resolution shall supersede all previously adopted resolutions or ordinances in direct conflict herewith.

Section 5: Council finds and determines that all formal actions of this Council concerning and relating to the passage of this Resolution were adopted in an orderly meeting of this Council, and that all deliberations of this Council and of any of its committees that resulted in such formal action were

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conducted in meetings open to the public and in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

Section 6: That this Resolution is hereby declared to be an emergency measure immediately necessary for the preservation of the public peace, health, safety and welfare of the Village, and for the further reason that it is immediately necessary to provide for the aforementioned reappointment and ensure the effective operation of the Law Department.

Passed in Council this 24th day of January, 2024.

First Reading: ✓ Second Reading: \_\_\_\_\_ Third Reading: \_\_\_\_\_

Vote: Pride ✓ yea \_\_\_ nay \_\_\_ Greene ✓ yea \_\_\_ nay \_\_\_ Mills ✓ yea \_\_\_ nay \_\_\_  
McManus ✓ yea \_\_\_ nay \_\_\_ Wright ✓ yea \_\_\_ nay \_\_\_

Cassandra Pride 1-24-24  
Cassandra Pride Date  
President of Council

Attest: Margaret Sikon 1/24/24  
Margaret Sikon, Clerk of Council Date

Filed with the Mayor: ✓ 1/26/24  
Date

Approved By: Michael L. Booker 1/26/24  
Michael L. Booker, Mayor Date

2024-13

**AGREEMENT BETWEEN  
THE VILLAGE OF HIGHLAND HILLS  
AND  
THOMAS P. O'DONNELL**

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**LAW DIRECTOR'S CONTRACT**

This Agreement is entered into this 24<sup>th</sup> day of January, 2024 and effective on and after January 1, 2024 by and between the Village of Highland Hills (hereinafter "the Village"), being a municipal corporation in and political subdivision of the State of Ohio ("State") and duly organized and validly existing under the Constitution and Laws of the State of Ohio and Thomas P. O'Donnell, an attorney at law licensed in the State of Ohio and in good standing with the Ohio State Supreme Court (hereinafter "the Law Director").

ARTICLE 1

SERVICES TO BE PERFORMED BY LAW DIRECTOR

- A. 1. The title of the positions held by the Law Director shall be "Law Director" and "Chief Prosecutor". In consideration for the retaining fee described in Section B below, the Law Director shall perform the following services:
- a. Provide legal counsel to the Village Council and all Village Boards, Commissions, and/or committees wheresoever or however created or situated, including attendance at all regular, adjourned, special meetings, or any caucus conducted before said meetings of Council; and all executive sessions of Council and all Board, Commissions and/or Committees of any nature; and
  - b. Prepare any and all legislation for the Village Council, excepting legislation prepared by Council that may be approved special counsel; and
  - c. Review all legislation for the Village Council and in conjunction with the Clerk of Council, assure the accuracy of information and consistency with applicable laws and the Village Charter; and
  - d. Provide legal counsel to the Mayor, Council, Village department heads, and boards and commissions; and
  - e. Serve as Chief Prosecutor for all criminal, traffic or administrative matters incidental to the enforcement of any of the codified criminal or traffic ordinances of the Village, the laws of the State of Ohio or applicable federal laws; and
  - f. Supervise all other members of the law department, subordinate counsel and all

outside counsel; and

- g. Attend all meetings of Council and its committees, Planning Commission, Board of Zoning Appeals, Architectural Review Board, Personnel Review Board and Charter Review Commission; and
  - h. Research and provide legal opinions to the Mayor, Council and its committees, and all Boards and Commissions.
  - i. Provide annual training on Ethics.
  - j. Provide training to newly elected members of Council or newly appointed members of Village Boards or Commissions.
  - k. Provide annual training to Elected Officials on various topics of relevance.
- B.
1. The Law Director shall receive a retaining fee of \$65,000.00 per annum (calendar year) effective January 1, 2024, payable bi-weekly or monthly in the discretion of the Village Finance Director.
  2. The Law Director shall be entitled to additional compensation for additional services not covered by the retainer fee which are performed by the Law Director or any licensed attorney acting under supervision of the Law Director as described in Paragraph B(5) below. The Law Director shall be entitled to be paid at an hourly rate for said additional services according to the following schedule:

Law Director	\$150.00 per hour
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  3. If the Law Director elects to charge for additional services, the Law Director shall submit itemized bills on a monthly basis to the Village Finance Director. Said billings shall be itemized detailing the identity of the person who performs each work item and shall be in increments of one-tenth of an hour.
  4. In lieu of additional hourly compensation, the Law Director shall be entitled to maintain an office at the Highland Hills Governmental Office Complex (Shaker House) which office shall be used for Law Department matters related to Highland Hills and he

shall be entitled to operate a private practice from said office, without charge for rent, in lieu of waiving charges for additional services.

5. The additional services subject to hourly billable compensation referred to in Paragraph (B)(2) are:
  - a. Representation of the Village (including any elected or appointed official, officer, director, employee or agent) in any or all civil litigation; administrative hearings including but not limited to labor, disciplinary, zoning (except at Planning Commission, ARB, Charter Review, Strategic Planning and BZA meetings only unless certain matters before said boards are or become a quasi-judicial hearing (litigation matters)), workers compensation appeals or litigation, unemployment compensation hearings, civil rights administrative hearings, Justice Department or subsequent appeals; disciplinary procedures, including labor or collective bargaining agreement procedures and/or arbitration procedures and/or mediation procedures, civil suits or other proceedings instituted by or against the Village (including any elected official, officer, director, employee or agent) in any court of record or any governmental agency or administrative tribunal and including any subsequent appeals.
  - b. Upon approval of Council by majority vote on motion at any regular meeting, special meeting or executive session, any other legal services not specifically designated to be covered under the Law Director's base salary.

## ARTICLE 2

### MISCELLANEOUS PROVISIONS

- A. The Law Director shall require, whenever possible, all litigation expenses including but not limited to court costs, electronic research, deposition costs, expert witness fees, exhibit preparation expenses, arbitration or mediation fees, arbitrator or mediator fees and court reporter fees to be billed directly to and paid by the Village Finance Director.
- B. The Law Director may employ, with the approval of the Mayor (or Council by ordinance if the amount of fees will likely exceed \$10,000.00) other licensed attorneys and/or other reputable law firms to represent the Village in legal matters requiring such representation at a flat fee or hourly rate that conforms to the legal fee policy of the municipality and which is subject to the approved appropriation ordinance limitation. Further, other law firms may represent the Village when such representation is provided by an insurance carrier of the Village for appropriate litigation matters or bond counsel.

- C. The Law Director may designate one or more licensed, practicing attorneys to attend the meetings of either Council, Council committees or other municipal boards or commissions when the Law Director is otherwise unavailable.
- D. Notices - Notices pursuant to this Agreement shall be given by deposit in the custody of the United States Postal Service, postage prepaid, addressed as follows:

**TO THE VILLAGE:**

Mayor Michael L. Booker  
3700 Northfield Rd., Suite 5  
Highland Hills, Ohio 44122

**TO THE LAW DIRECTOR:**

Thomas P. O'Donnell, Esq.  
31022 Inverness Cir.  
Westlake, Ohio 44145

Alternatively, notices required pursuant to this Agreement may be personally served in the same manner as is applicable to civil judicial practice. Notice shall be deemed given as of the date of personal service or as of the date of deposit of such written notice in the course of transmission in the United States Postal Service. Either party may change the address for notice by delivering written notice to the other in accordance with this Article.

- E. Independent Contractor Status: No agency, employment, joint venture or partnership has been or will be created between the parties hereto pursuant to the terms and conditions of this agreement. The Village is not liable for the workers' compensation or unemployment compensation payments required by Chapters 4123 and 4141 of the Ohio Revised Code, respectively. In addition, the Law Director assumes responsibility for all tax liabilities that result from the retainer fees paid to the Law Director by the Village. The Village will report any payment(s) made under this contract to the Internal Revenue Service on Form 1099.

No provision contained in this contract shall be construed as entitling the Law Director to participate in hospital plans, medical plans, sick leave benefits, vacation, and other benefits available to employees of the Village or to become a member of or re-employed member of the Village subject to the Public Employees Retirement System (Chapter 145 of the Ohio Revised Code.).

- F. The Law Director shall maintain his license to practice law in the State of Ohio in good standing complying with all requirements for continuing legal education.
- G. This agreement shall be construed and governed by Ohio law.

IN WITNESS WHEREOF, the Parties have executed this Agreement on the aforementioned date in the Village of Highland Hills, County of Cuyahoga, Ohio.

Margaret Selion

Thomas P. O'Donnell  
Thomas P. O'Donnell

Date: 1/24/24

For the Village of Highland Hills:

Margaret Selion

Michael L. Booker  
Michael L. Booker  
Mayor

Date: \_\_\_\_\_

Margaret Selion

Cassandra Pride  
Cassandra Pride  
President of Council

Date: 1/24/24