

ORDINANCE NO. 171-21

AN ORDINANCE AUTHORIZING THE MAYOR TO EXECUTE AN AGREEMENT CONSENTING TO WALTER HAVERFIELD, LLC REPRESENTATION OF THE MEDINA CITY DEVELOPMENT CORPORATION (CIC) IN RELATION TO MATTERS RELATED TO THE LIBERTY VIEW DEVELOPMENT PROJECT, WAIVING ANY CONFLICT RELATED TO THAT REPRESENTATION.

BE IT ORDAINED BY THE COUNCIL OF THE CITY OF MEDINA, OHIO:

SEC. 1: That the Mayor is hereby authorized and directed to execute an Agreement regarding Consent to Walter Haverfield LLC’s Representation of Medina City Development Corporation (CIC) relative to advice regarding real estate related agreements with the City of Medina, waiving any conflict related to that representation.

SEC. 2: That a copy of the Agreement letter is marked Exhibit A, attached hereto and incorporated herein.

SEC. 3: That it is found and determined that all formal actions of this Council concerning and relating to the passage of this Ordinance were adopted in an open meeting of this Council, and that all deliberations of this Council and any of its committees that resulted in such formal action, were in meetings open to the public, in compliance with the law.

SEC. 4: That this Ordinance shall be in full force and effect at the earliest period allowed by law.

PASSED: _____

SIGNED: _____

President of Council Pro-Tem

ATTEST: _____

APPROVED: _____

Clerk of Council

SIGNED: _____

Acting Mayor

LEADING EXPERTISE. EXCEPTIONAL VALUE:

September 2, 2021

Received

VIA Email (ghuber@medinaoh.org) and
U.S. Regular Mail

SEP 09 2021

Medina City Prosecutor

Gregory A. Huber
Director of Law
City of Medina
132 North Elmwood Avenue
Medina, OH 44256

Re: Consent to Walter | Haverfield LLP ("W|H") Representation of Medina City Development Corporation relative to advice regarding real estate related agreements with the City of Medina (hereinafter the "Matters")

Dear Director Huber:

As we have discussed, the Medina City Development Corporation ("CIC") has requested that W|H represent the CIC in relation to the following Matters related to the Liberty View development project:

1. Ground Lease with developer and memorandum of lease for recording;
2. Easement with City for electric service; and
3. Reimbursement agreement with City for two parcels that are part of the project.

As you are aware, W|H currently represents the City of Medina ("City") in limited matters that are wholly unrelated to the foregoing Matters and no matters involving the CIC.

Under the rules of Professional Conduct applicable to attorneys, a conflict of interest exists as to current clients if: (1) representation of a current client would be directly adverse to another current client; or (2) there is a substantial risk that the lawyer's ability to consider, recommend, or carry out an appropriate course of action for that client will be materially limited by the attorney's responsibilities to another client. A conflict of interest of one attorney in a firm under this rule is imputed to the entire firm.

Clients may consent to the representations and waive conflicts under the Professional Rules of Conduct provided the lawyer will be able to provide competent and diligent representation to each affected client and each affected client gives informed consent in writing. A waiver of the conflict, however, will not waive the confidentiality of information we may receive or have in our possession concerning either client. We do not believe there is any substantial risk that our firm's duties and responsibilities to the City in these Matters at hand will

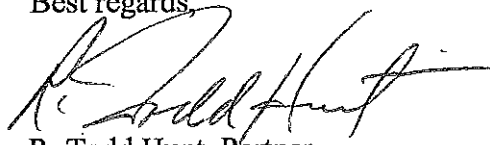
Gregory A. Huber
Director of Law
September 2, 2021
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materially limit our ability to fully, competently, and zealously represent the City in connection with the firm's separate matters with the City.

Attorney Rick Amburgey at our firm will be doing most of the CIC work under my direction. As you know, on behalf of the City, I am currently involved in working on demolition legislation.

If the City of Medina consents to W|H's representation of the CIC in relation to these Matters and waives any conflict related to that representation, please have Mayor Hanwell sign this letter where indicated, which will constitute an acknowledgement on behalf of the City of any potential risks and other issues associated with our representation of the CIC and the City as described in this letter. If you or any City officials have any questions or concerns about the conflict of interest issues set forth in this letter or any potential conflict risks associated with W|H's continued representation of the City in relation to these Matters, please do not hesitate to contact me immediately.

Best regards,



R. Todd Hunt, Partner

I, Dennis Hanwell, Mayor, have reviewed the disclosures and representations made in this letter and consent to and waive any conflict in the representation of the CIC by Walter | Haverfield LLP in relation to the Matters which are the subject of this letter.

City of Medina, Ohio

By: _____
Dennis Hanwell, Mayor

Date: _____