

**HALIFAX TOWNSHIP - BOARD OF SUPERVISORS
SPECIAL MEETING
FRIDAY, JANUARY 21, 2011**

Call to Order: The Special Meeting to appoint a Secretary/Treasurer for Halifax Township was called by Chairman Bechtel at 5:30 p.m.

Pledge of Allegiance

Chairman Bechtel addressed that since there was a vacancy in the position of Secretary/Treasurer as of January 14, 2011, an appointment of Assistant Secretary was necessary for this Special Meeting (with the possibility of such appointment lasting until the position is filled permanently and in order for the Township to conduct business.

Supervisor Shultz moved to appoint Bruce J. Warshawsky, Esquire as Assistant Secretary with Supervisor Hoover seconding. The Motion carried 3-0.

Roll Call: Present: Chairman Ken Bechtel, Supervisors Ken Hoover and Gary Shultz and Solicitor Bruce Warshawsky

Absent: Supervisors Linda Stopfel and Carol Eppley

Excused: Engineer Tom Wilson, Roadmaster Dale Shoop

Advertisement Notice:

Solicitor Warshawsky announced that the Special Meeting was advertised in The Patriot News on Thursday, January 20, 2011. A Proof of Publication is attached to the Special Meeting Minutes. This advertisement was properly advertised as it is required to appear in a publication of general circulation one (1) day prior to the Special Meeting.

Public Comment:

No member of the Public signed into speak, so no Public comment was presented.

Donna Rode was video-taping the meeting. Recording was also done by the Township and Julieanne Ametrano, Legal Assistant to Solicitor Warshawsky at Cunningham & Chernicoff, P.C.

Business at Hand:

Solicitor Warshawsky addressed that on January 11, 2011, the day following the last Public Meeting on January 10, 2011 then Secretary/Treasurer Shanemarie Ferguson submitted a notice indicating that Friday, January 14, 2011 would be her last day of employment and she would not be continuing as Secretary in the interim or as Treasurer as she originally had agreed, which was discussed at great length at the January 10, 2011 Meeting. As a result of this development, the

Board convened in Executive Session on Wednesday, January 12, 2011 at 12:00 noon (or thereabouts) and "met", via electronic means, for a period of 24-hours through Thursday, January 13, 2011 at 12:00 noon (or thereabouts). This was an Executive Session to discuss matters of personnel and in the course of that Executive Session, a vote was taken to employ Carolyn Nye as the Secretary/Treasurer for the remainder of 2011 at a salary to be negotiated and contingent upon the execution of a Settlement Agreement and Release which would include a Withdrawal of her Claim before the Pennsylvania Human Relations Commission. This was a vote taken in Executive Session and it is proper to "Sunshine" that vote in a Public Meeting.

Supervisor Shultz then moved for the appointment of Carolyn Nye as Secretary/Treasurer of Halifax Township for the remainder of calendar year 2011 at a salary to be negotiated and contingent upon the items addressed by Solicitor Warshawsky. Supervisor Hoover seconded this Motion . No discussion ensued. The Motion carried 3-0.

Supervisor Hoover voiced concerns regarding items discussed in the prior Executive Session. Solicitor Warshawsky reiterated that the Executive Session is a private session. However, the vote is invalid until it is made in public session. Solicitor Warshawsky advised that nothing discussed in Executive Session is considered a public record or subject to The Right-to-Know Law.

Solicitor Warshawsky's files, if not those of the Township, will have written record of the Executive Session which was done by electronic mail and it is not subject to disclosure except under Subpoena or Order of Court.

Supervisor Hoover and Solicitor Warshawsky discussed the absence of Supervisors Stopfel and Eppley from this Special Meeting and how this pertained to their vote for the Secretary/Treasurer vacancy. Per Solicitor Warshawsky, Second Class Township Code requires three (3) out of five (5) to conduct business as a quorum and further would require three (3) affirmative votes at this Special Meeting in order to pass a Motion. The non-participation of Supervisors Stopfel and Eppley is considered non-participation. Voting is conducted as yea, nay or abstain. Remaining silent is considered to be a "yes" vote. Both Supervisors did not appear at the Special Meeting nor did they vote in absentia.

Solicitor Warshawsky confirmed that he has been in contact with Attorney Sherr and there is a draft of an Agreement in which it would be appropriate for Solicitor Warshawsky, after the Special Meeting, to communicate with Ms. Nye the content of the Agreement.

Due to the appointment of an Assistant Secretary, the Township is not out of compliance with the Second Class Township Code on this issue but the Township is out of compliance with the Second Class Township Code with respect to a Treasurer. Given the vote at this Special Meeting, the Township can move ahead and resolve the contingencies (i.e. the execution of the Agreement and salary). Solicitor Warshawsky felt it necessary to entertain a vote on a specific Motion to authorize the execution of Settlement Agreement and General Release to be negotiated between counsel and Ms. Nye. Once this is completed, the Chairman will have authority to sign the Agreement which is contingent upon salary which has been left blank in the Agreement at

this time and will be filled-in prior to its execution. As long as Chairman Bechtel has the authority from the Board (to sign the Agreement which includes the terms and salary terms), it can be executed any time before the next Public Meeting. As soon as it is executed, Ms. Nye can assume the responsibilities of Secretary/Treasurer. Solicitor Warshawsky reiterated that Ms. Nye cannot assume this position until the Settlement Agreement and General Release is signed.

The Board broke at 5:44 p.m. to convene a short Executive Session to discuss in greater detail the contents of the Settlement Agreement and General Release.

The Board reconvened at 5:54 p.m.

Solicitor Warshawsky announced that in Executive Session matters of personnel and litigation were discussion. At this time, Chairman Bechtel entertained a Motion to (I) authorize Supervisor Shultz to negotiate the compensation component of the Agreement with Carolyn Nye; (ii) authorize Solicitor Warshawsky to negotiate the legal terms and conditions of the Settlement Agreement and General Release, and upon the execution of this Agreement by Ms. Nye which contains the compensation terms and legal terms negotiated, (iii) authorize Chairman Bechtel to counter-execute the document. Upon counter-execution, Ms. Nye will assume the office of Secretary/Treasurer. Supervisor Hoover moved as such with Supervisor Shultz seconding. The Motion carried 3-0.

Chairman Bechtel announced that with this Motion, the Township reached its end of its business. He directed that since Ms. Nye was present, she and Supervisor Shultz could possibly begin discussion on the matter.

Adjournment:

Supervisor Shultz moved to adjourn the Special Meeting at 5:55 p.m. with Supervisor Hoover seconding. The Motion was carried 3-0.

Respectfully submitted,

Bruce J. Warshawsky, Esquire

Attachment: Proof of Publication