

The Dallas Township Board of Supervisors held a **Special Meeting on Monday, February 19th, 2018** at 6:00P.M. in the Municipal Building located at 2919 SR 309 Highway, Dallas, Luzerne County, Pennsylvania. Following the Pledge of Allegiance, Supervisor F. Wagner stated the purpose of the Meeting was to reconsider a vote that taken on Monday, February 12th, 2018 regarding the purchase of the building located at 105 Lieutenant Michael Cleary Drive, Dallas, Pennsylvania. Supervisor F. Wagner turned the Meeting over to Attorney Thomas Brennan.

Attorney Brennan stated we had an extensive Meeting a week ago that went on for two hours, and it was really, really an exercise of the democracy we should be having. It was wonderful, and a lot of things came out. He said he wanted to thank the Police Department for coming forward. This is so complicated an issue, in many ways. We have got to think about land development, the police, vehicles - we just paid \$175,000.00 for a dump truck. That's the way life is today, and we have to protect these assets. Then we have to live with DEP and we have to live with our own Land Development and Subdivision, which is a tough Ordinance. We can't expect our residents to do it, if we can't do it. He said he was going to first try to clear something up that he thought had been cleared up. It has to do with Bill Grant's involvement with the building. He said he confesses, he made a mistake. Early on, everyone thought this was going to be an easy unanimous decision for the Supervisors. They thought the biggest issue was going to be trying to get the boundary line clarified, which not an easy thing to do. People's opinions change and they're involved. His job is to serve his Supervisors, and to protect them as good as he can. He said he never wanted anyone to claim that Bill Grant was acting improperly or getting some advantage out of this. He wanted to protect him, so he told him to recues himself, as we didn't need his vote, and if they did, he could come in and vote, and be the tiebreaker. He said he wanted to explain something. He did the title search for this property. It is owned by Hildebrandt Leasing. It's a partnership, it's not an LLC. He has done the title work on it. Bright Horizon has no interest whatsoever in the building. The only one that has an interest in the building is Hildebrandt Leasing. Bill was once part of Hildebrandt Leasing, and his entity was bought out. Attorney Brennan went on to say that he then checked the Corporation of Bureau Records and saw where Bill Grant had been bought out by Hildebrandt Leasing, clear as day - he was bought out. There were only two partners of Hildebrant Leasing, which was a public record, and Bill was not one of them. Then Attorney Brennan called Mr. Grant's lawyers, just to make sure - because as Attorney Brennan stated - he is the person that is on the hook for this. Attorney Brennan had to tell the Department of Agriculture that Bill did not have an interest in the company, and his title company would certify that. He said he has to give a title insurance policy to the Township when they buy the property, certified. So he has one million three hundred fifteen thousand reasons why he wants to be right on this issue. He had many people ask him in the grocery store why Bill was rescuing himself. He had told them it was because we're in an abundance of caution, and we want to disclose everything. Then they would say that his son had an interest in it. Attorney Brennan said he knows Bill's family, not well, but that he does know his family. And he would tell the people that Bill has no son. He only has daughters. Then they would tell him that one of Bill's daughters works for Bright Horizon, which was a tenant in the building - just an employee working *in* the building, where at the present time, Bright Horizon no longer is. He tried to explain it and thought he had it squared away, but when people have an opinion, it is just human nature that just nags and nags. Every meeting Attorney Brennan went, he would have Bill read the recues statement, which started out with his attempt to protect him, and also to disclose to everyone that he once had an interest in it. Attorney Brennan said every once in awhile, these things come up, as, it's said, he is going to get a benefit out of the building because he still has an interest in the building. First of all, that's not true, because he doesn't have an interest in the building, but if he did have an interest in the building, that building is going to sell! He is going to get that interest out of the building - It doesn't have to be to the Township. He said Larry Lieberon is here. Attorney Brennan has had so many phone calls, with the

attorney, wonderful man, wonderful man, a very good lawyer, from North or South Carolina, each saying let me get the property inside the Township. "Let me do this, let me do that!" Each time, Attorney Brennan said, he would say to him, that he was going to sell the building - It didn't matter if the Township bought it or not. Fortunately, they kept agreeing with him. But last week when he was here, Attorney Brennan said he was at his last begging for them not to put the property back up for sale. He even had people calling him who were interested in the building, asking him if he would represent them, to which he always replied that he represents the Township. So the whole idea, that if Mr. Grant had an interest in the property, that he had to have bought by the Township - it's so wrong. But things have a life of their own. Nobody's bad, these things just develop. So now that that is out of the way, he wants to get something else out of the way. Attorney Brennan said the Township is so graced to have a supervisor who is about to be a supervisor for fifty years, and you don't get rich by being a supervisor. You don't retire with a big pension, they don't keep their salary going, and even if they did, it would be \$250.00 a month. With the position, comes a lot of pressure on you at all times. Plus, Supervisor F. Wagner comes with the decision that Dallas Township does not borrow. The Township has always done it this way - and it's magnificent! You have all heard about the shape Dallas Township is in. It's great. But you know, there was a time when people felt we shouldn't have DAMA. There was a time when DAMA shouldn't be doing garbage collection. There was a time - on and on. Attorney Brennan said he has done a lot of work as an attorney for banks. He's become more familiar with the concept that Mr. Grant pointed out the other day - You do a little bit of leveraging. You use other people's money rather than mortgaging the whole amount of your purchase. Especially when it's 3.5 or about that an interest rate for thirty five years. That is incredible! Attorney Brennan said he has always said that if he knew finances, he would be on Wall Street, not in a little office on Pierce Street. The point is: If interest rates go up, we are locked in. That's fabulous! And if by chance they go down, that's fine. We have cash, and we'll pay it down. In the meantime, we are holding our cash, and we're earning interest on it. Things like that are just incredible! The next thing he wanted to say was that he knew this wonderful woman who always told him that if everything was perfect, you'd be in heaven. By implementation, if you're not perfect, you're not in heaven. He said he knows we love our Township and think it's pretty darn good, and it was. However, nothing is perfect. Nothing can be where we say "this is it, this is it". Attorney Brennan said the other thing that impressed him was how overwhelming the information that we received was - the efforts of our Engineer, Tom Doughton, Ryan Doughton, and Doug Trumbower! We have come to a point in time when we have to make a decision one way or another. He knew there were a lot of capable people here the other night that said we should purchase the building. If by chance it doesn't go right, we sell it. We're not locked in. This is life. This isn't a decision that we are putting in blood and saying "We will never ever change." We're not expected to do it that way. He said Supervisor Frank Wagner has been here for fifty years. It's incredible! His son, Robert, in his first month and a half of his being supervisor, being asked to do this - It's overwhelming! But Robert has just sat there, listened, and absorbed it. And he is so mindful of our safety - we have to have our police in good shape! For what we have to do, we have to do it well for as long as we can. Last week when Attorney Brennan suggested a vote, he suggested we postpone it for forty eight hours. Whether you win or run for election, it takes courage to put their name out there. He said he didn't want to tell them what to do, and couldn't tell them what to do. However, he could feel how overwhelmed they were. He thought, "if we could just have a break - a pause." In his mind, he thought we should just take a moment to see where we were. He asked the Supervisors if they would consider "reconsidering." Now, he said, he just wants to make something clear. He is going to do this in two steps. And the first step is to ask for a motion that says that the Supervisors are willing to reconsider the vote that they took last Monday, February 12th. If that motion does not pass, then that is it. If however, they say alright, they will reconsider, then the next motion will come and that motion will come to say that they rescind what they did last Monday night and instead, this is their vote. That will supersede the previous vote. So it is

going to be a two step way. All he can say is that life is a surprise, and we will see how it plays out. Now, another factor for us to deal with we're not only dealing with the sellers, but also with the Department of Agriculture, who has a political base to it. Even if we had a vote of two to one that passed, the Department of Agriculture has said they do not want to spend their money on non-unity. For that reason, on each of these votes, he is going to be asking to have Mr. Frank Wagner vote, then Mr. Robert Wagner, vote. And then he is going to ask Mr. Grant to vote, so that we will have the opportunity of having unity. Once that is our vote, we go forward - we are all in agreement, we have said what we wanted to do, and we will proceed. He said he wanted to say one more thing - This process will make us stronger. We looked at everything, not just at the building, but at everything. It was a painful and difficult process, but we as a municipality, will be stronger and better for it. We are going to be prouder. He asked the Supervisors if any of them wanted to say something in addition to what he said, to please say it. Supervisor F. Wagner said he is ready for the motion. Attorney Brennan said okay, "The first motion is to reconsider the motion of February 12th, 2018 not to purchase the property at 105 Lieutenant Michael Cleary Drive." You are not going to be making the final decision here. "All we will be doing at this point is saying that we will reconsider that." Attorney Brennan asked for a Motion. Supervisor F. Wagner made the Motion to reconsider the February 12th, 2018 vote, and it was seconded by Supervisor R. Wagner. Attorney Brennan asked if we have a vote on that motion. "Do you want to reconsider what we did last Monday?" All three Supervisors responded individually "Yes". Attorney Brennan said it was unanimous. The next step will consist of him asking for a motion to rescind the vote of February 12th, 2018 not to purchase the property at 105 Lieutenant Michael Cleary Drive, but to proceed with the purchase of the property at 105 Lieutenant Michael Cleary Drive upon the terms and subject to the agreement of sale which the Township has dated February 28th, 2018 with Hildebrandt Leasing." Supervisor F. Wagner said he would make the Motion. Attorney Brennan said we were going to hold on that Motion. If you don't accept that motion, then you haven't rescinded and we are back to where we were. If you vote in favor of that motion, then we have rescinded what we did on February 12th, 2018 and will proceed to the purchase of the building pursuant to the terms of the agreement of sale. Attorney Brennan asked if he could have their vote. He asked Supervisor F. Wagner if he would vote on this. Supervisor F. Wagner replied "Yes". Then he asked Supervisor R. Wagner if he would vote on this. Supervisor R. Wagner's response was "Yes". Then Attorney Brennan asked Supervisor B. Grant if he would vote on this. Supervisor B. Grant responded "Yes". Attorney Brennan said it is a unanimous vote. "The vote of February 12th, 2018 has been rescinded. We now have an affirmative vote for the Township to proceed with the purchase of the former Hildebrandt parcel pursuant to the agreement of sale for the commercial real estate dated February 28th, 2017 that we had entered with Hildbrandt Leasing." Part in parcel of that vote, is one important part of what we are doing here. We are not going to forget to what we are going to be doing at the present Township site. That has to move. He hopes we all understand that "we will then be proceeding with all the things that have to be here so we can have the Township be the best of what we can have at this moment. Nothing is perfect." He thanked the Supervisors. Supervisor B. Grant said he would like to say one thing for the record, and to Frank and Bob. "We, as Supervisors, have to make tough decisions in our roles. Frank and Bob, you both reconsidered and made the decision to make this Township move forward." He said he applauds their leadership with this issue and for looking out for the Township's future. So he said, he really does applaud them, and thanked them. Supervisor F. Wagner said it bothers him to have a thirty five year old loan. "It will be the first loan Dallas Township has ever had." Supervisor B. Grant said he is a "numbers' guy, and "it will work out." Resident Clarence Michaels stated that we would have had a loan either way, to which Supervisor B. Grant responded that that was true. Supervisor F. Wagner made a Motion to adjourn the Meeting. Motion was seconded by Supervisor R. Wagner and carried. The Meeting adjourned at 6:30P.M.

Respectfully submitted, by Nancy Y. Balutis, Secretary-Treasurer

