# Lehighton Area School District
# 1000 Union Street
# Lehighton, PA 18235
## Monday, November 15, 2021 at 7:00 PM
## SPECIAL BOARD MEETING - Minutes

## 1. Opening Exercises

**A. Pledge of Allegiance**

**B. Call to Order**
J. Cleaver announced an Executive session was held on November 9, 2021 at 6:00 PM for Legal and Personnel discussions.

Board Vice President, N. Foeller called the Special Board Meeting to order at 7:02 PM.

**C. Roll Call**

**PR/AB**

| | | | | | |
|---|---|---|---|---|---|
| **PR** | **Ms. Joy Beers** | **PR** | **Mr. David F. Bradley** | **PR** | **Mrs. Gail Maholick** |
| **PR** | **Mr. Richard R. Beltz** | **PR** | **Mr. Nathan Foeller** | **AB** | **Mrs. Rita Spinelli** |
| **PR** | **Ms. Barbara Bowes** | **PR** | **Mr. Stephen Holland** | **AB** | **Mr. Larry Stern** |

**Also Present:**
Mr. Edward Rarick, Business Administrator
Mr. Jonathan Cleaver, Superintendent
Attorney Eric Filer, Solicitor
Ms. Janine Partenio, Recording Secretary

April Walker, Walter Zlomsowitch, Kerry Sittler, Janice Collins, Ryan Bowman and Brian Shaner.

**D. Purpose of Special Meeting**
Request for Meeting Regarding General Business

**E. Public Comment**
E. Rarick spoke on behalf of the Director's Concerns for clarification for the public. He mentioned the Board took action in June as a recommendation from the administration to hire a new solicitor. He said D. Bradley made a motion that was seconded by G. Maholick to postpone the appointment of a solicitor until the District received three legitimate proposals from three competent, qualified and suitable representation. He said that motion initially failed and was replaced by another motion by D. Bradley and seconded by G. Maholick to reappoint and retain Atty. Filer as the District Solicitor until the end of the 2021 calendar year. E. Rarick mentioned that B. Bowes agreed and noted during the meeting that it should be handled at a regular new business meeting after the December Reorganization Meeting. He explained how that motion passed unanimously. He questioned why they were not following the standard RFP process where multiple firms would have an opportunity to submit proposals which would be posted on the District website for view, like was done earlier in the year. He felt there was no transparency with this firm or with the process that the proposal was submitted.

E. Rarick mentioned that Fox Rothschild did not engage with the RFP process back in May and part of that RFP Package was a list of current school District clients and primary contacts for each client. He asked why the proposal was lacking information so the District could make an informed decision. He mentioned there were other items missing from the agreement such as a conflict of interest statement, affirmative action's statement and evaluation and award criteria. He mentioned their fee was $250 per hour for services and the other four proposals from May were 36% lower.

E. Rarick mentioned how Mr. Sultanik, in conversation with Mr. Cleaver and himself, noted that B. Bowes and D. Bradley had engaged his services for an evaluation of Mr. Cleaver's contract and commission validity. E. Rarick questioned if the services provided by Mr. Sultanik were paid for or free. He said the concern was that Mr. Sultanik

was promised a solicitor position with the District in reciprocation for their engagement and that may violate state ethics law, moral principle and would be considered an example of "Quid Pro Quo." E. Rarick said Mr. Sultanik communicated that he was going to be voted on as the next District Solicitor, which led him to believe there were communications and decisions made outside of the Board room and public view. He questioned under what authority Mr. Sultanik was given that information.

E. Rarick felt the motion provided today was more of a "scorched earth" policy meant to rip the District apart and as a concerned citizen, he believed the proposal and the process with how it was brought forth was riddled with violations, lack of moral principle and transparency to the public. He felt the motion, if pushed forward, would cost the District a substantial amount of money which could be better spent on the students of the District.

J. Collins reminded the Board that they have sovereign immunity and the constituents could actually sue the District for mandating masks. She asked N. Foeller if he was scared to send his students to school without a mask. She asked J. Cleaver about the SEL program saying she was concerned it was CRT. J. Cleaver mentioned the SEL program curriculum and lessons were available online for the public to view on the District website. J. Collins felt the District could be liable for any injury caused by the vaccines done on school property. She claimed there were over 2,000 deaths of 5-11 year olds that have received the vaccine and felt everyone should tread lightly with what happens in the District. She said she disagrees with holding clinics on school property.

A. Walker re-read her statement from last week's meeting regarding her opposition to masking and the COVID vaccine. She commended Mrs. Harris for teaching critical thinking to the students. She questioned the implied consent for mandatory vaccines for kids at school and felt it was disturbing the way Atty. Filer answered her question in a snarky manner.

J. Cleaver read a letter of resignation from L. Stern from the positions of Board President and Board Member as of November 15, 2021.

J. Cleaver read a letter of resignation from R. Spinelli from the positions of Board Treasurer and Board Member as of November 15, 2021.

## 2. General Business

MOTION by D. Bradley, SECONDED by G. Maholick to move item E up to the front of the Agenda.

Roll Call Vote:

| | Yes | No | Absent | Abstention |
|---|---|---|---|---|
| Ms. Joy Beers, Member | X | 0 | 0 | 0 |
| Mr. Richard R. Beltz, Member | X | 0 | 0 | 0 |
| Ms. Barbara Bowes, Member | X | 0 | 0 | 0 |
| Mr. David F. Bradley, Sr., Member | X | 0 | 0 | 0 |
| Mr. Nathan Foeller, Vice President | X | 0 | 0 | 0 |
| Mr. Stephen Holland, Member | 0 | X | 0 | 0 |
| Mrs. Gail Maholick, Member | X | 0 | 0 | 0 |

VOTE: YES - 6 NO - 1 ABSENT - 0 ABSTENTIONS - 0

**E. Directors Concerns**

MOTION by D. Bradley, SECONDED by G. Maholick, as requested by Barbara Bowes for approval of the following:

1. Effective as of the conclusion of this November 15, 2021, Board meeting, the law firm of Filer & Schwab (with services primarily provided by Eric Filer) shall be terminated. The District is authorized to pay Filer and Schwab for services validly rendered until the effective time of the termination.
2. Effective November 16, 2021, Fox Rothschild LLP (FR) will be appointed District Solicitor based upon the fee agreement dated November 11, 2021, attached as Exhibit "A."
3. Effective immediately at the conclusion of the November 15, 2021, Board meeting, Larry Stern shall be removed as Board President and effective immediately thereafter, Joy Beers shall serve as Board President until the reorganization meeting in December 2021, when a new election for Board President will occur.
4. The new Board President will appoint an ad hoc committee consisting of two (2) Board Members of her choice to transition legal services, review the Solicitor's requirements for meeting attendance, meeting scheduling, the specifics of the services to be provided, to effectively coordinate the services with the law firm of King Spry, and all other issues involving the FR transition. The new Board President will consult with the District Administration to the extent she deems required with regard to these issues.
5. FR shall be immediately empowered to investigate the legal validity of the Superintendent's Contract status, including the possibility of the Board submitting fraudulent documentation to the Pennsylvania Department of Education concerning the Superintendent's Contract extensions and/or Contract renewals since July 1, 2012, to the present date. FR is further empowered and authorized to direct the District Administration or otherwise secure any and all documentation from the District Administration, Superintendent, the law firm of Filer &

Schwab, and/or the Board Secretary regarding District meeting minutes, PDE 5529 applications, any Contract documentation or extension documentation, memoranda, legal opinions, and/or emails associated with the extensions and/or renewals of the Superintendent since and including July 1, 2012. FR is further authorized to take any and all necessary actions with respect to this issue, including but not limited to communicating with the Pennsylvania Department of Education regarding the commissioning of the Superintendent and/or providing any required notifications to the Superintendent regarding his Contract status (or lack thereof) with the District. This action will be considered an official directive to the District Administration, including the Superintendent, to comply with any and all information and/or documentation requests of FR.

N. Foeller asked if there were any questions from the Board. There were none. N. Foeller questioned if there was a process completed or a reason why Fox Rothschild was selected in accordance with the motion. There was no comment.

N. Foeller questioned the significantly higher rate then the other solicitors that the District had received RFP's from in the past. B. Bowes said when she heard there was a possibility of fraud perpetrated, she was very concerned for the District. She said they were the largest law firm with experience in Educational law in Pennsylvania. She felt the Board had not received correct information from the current legal counsel and felt it was beneficial to have a solicitor that was very well versed in educational law. She believed that paying more for the legal services could save money in the long run and the District could avoid legal pitfalls by not potentially submitting fraudulent documents. mentioned how she read various laws regarding this situation and appeared that this was certainly done due to the law changing in July of 2012. She said she did not know if it was true but if things were not done lawfully, then it would need to be corrected and the District would need to protect themselves with a trustworthy counsel giving direction.

N. Foeller asked if B. Bowes was stating that fraudulent documents were submitted. B. Bowes said she did not know if they were fraudulent and that was what was stated in the motion. J. Cleaver asked if the motion was created by the law firm. B. Bowes said more or less, yes. N. Foeller stated if there was a thought that fraudulent documents were submitted was there a reason it was not brought to the Board. B. Bowes stated it was, with the motion. N. Foeller asked if that happened after the discussions with this law firm. B. Bowes said she did not say there were discussions. D. Bradley asked to call the question.

N. Foeller asked for any other questions. S. Holland questioned why it could not wait until December for the new Board to decide on. B. Bowes said the main reason was because of the previous president's action at the October meeting. She said she actually did not want to but she felt Mr. Stern should be removed as President. She reminded the Board that the solicitor was at-will. Atty Filer said he appreciated S. Holland's support; however, he would not want to represent a client where he would not want to be represented. B. Bowes said Lehighton was the only district that Atty. Filer represented. Atty. Filer agreed. B. Bowes felt Atty. Filer was not as versed in Education Law as this firm would be. Atty. Filer mentioned how Fox Rothschild has a dedicated practice for Education Law.

N. Foeller asked if the Solicitor would attend in person or virtually. B. Bowes said it would be decided by the Board president. She said they attend a lot of meetings at a reduced rate when done virtually. She said they would also be at-will and could get rid of them at any time. D. Bradley stated the District's insurance company, CM Regent, had Fox Rothschild on a highly recommended list and was reviewed. He asked to call the question. N. Foeller asked if it was reviewed and not shared with the Board. D. Bradley asked if N. Foeller did not call CM Regent. N. Foeller said he did not. D. Bradley felt he should have. N. Foeller explained that D. Bradley gathered information and chose not to share it with the full Board. D. Bradley said CM Regent was copied on the emails, if he read them. D. Bradley asked to call the question. B. Bowes said there was an email by D. Bradley where he asked for the information to be sent to himself and Mr. Cleaver, she asked why he would do that if he was trying to hide it. J. Cleaver said he did not see an email. The only email he saw was the one sent to him from Mr. Sultanik. B. Bowes agreed that was the email where D. Bradley asked Fox Rothschild to send the information to J. Cleaver and D. Bradley. D. Bradley asked to call the question. N. Foeller said he questioned the recommendation coming from the insurance company.

Roll Call Vote:

| | Yes | No | Absent | Abstention |
|---|---|---|---|---|
| Ms. Joy Beers, Member | X | 0 | 0 | 0 |
| Mr. Richard R. Beltz, Member | X | 0 | 0 | 0 |
| Ms. Barbara Bowes, Member | X | 0 | 0 | 0 |
| Mr. David F. Bradley, Sr., Member | X | 0 | 0 | 0 |
| Mr. Nathan Foeller, Vice President | 0 | X | 0 | 0 |
| Mr. Stephen Holland, Member | 0 | X | 0 | 0 |
| Mrs. Gail Maholick, Member | X | 0 | 0 | 0 |

VOTE: YES - 5 NO - 2 ABSENT - 0 ABSTENTIONS - 0

D. Bradley decided the Board should adjourn until there was further legal representation available. R. Bowman stated there was other general business to be discussed. W. Zlomsoitch said the meeting was originally called to address the Certificate of Occupancy Permit. B. Bowes mentioned it could be discussed at the meeting next Monday. A. Abelovsky said the Borough had a budget meeting on November 22nd and they could not attend.

## 3. Communications

**B. Adjournment**

MOTION by D. Bradley , SECONDED by J. Beers, to adjourn the Meeting.

Roll Call Vote:

| | Yes | No | Absent | Abstention |
|---|---|---|---|---|
| Ms. Joy Beers, Member | X | 0 | 0 | 0 |
| Mr. Richard R. Beltz, Member | X | 0 | 0 | 0 |
| Ms. Barbara Bowes, Member | X | 0 | 0 | 0 |
| Mr. David F. Bradley, Sr., Member | X | 0 | 0 | 0 |
| Mr. Nathan Foeller, Vice President | 0 | X | 0 | 0 |
| Mr. Stephen Holland, Member | 0 | X | 0 | 0 |
| Mrs. Gail Maholick, Member | X | 0 | 0 | 0 |

VOTE: YES - 5 NO - 2 ABSENT - 0 ABSTENTIONS - 0

**The November 15, 2021 Special Board Meeting was adjourned at 7:41 PM**

The Board did not get a chance to have public comment at the end of the meeting or review the following Agenda items for discussion/action:

**A. District General Fund Account**

MOTION by , SECONDED by , to close the current District General Fund Account and reopen a new District General Fund Account, based on the recommendation of Mauch Chunk Trust Company.

Board Member, David Bradley, posted a video on social media showing a District check clearly bearing the routing and Account number for the District's General Fund Account. Based on a recommendation from Mauch Chunk Trust, the District would like to replace this account in order to proactively prevent any future fraudulent activity.

**B. EC Occupancy Permit**

Discussion on the Land Development Agreement for Elementary Center Occupancy Permit.

**C. Early Graduates**

MOTION By , SECONDED by , to send official written Board invitations to the Prom and the Graduation Ceremony for all students graduating early.

**D. Health and Safety Plan**

Respectfully Submitted,

Edward Rarick, Board Secretary
by Janine Partenio, Recording Secretary