

**UPPER DARBY TOWNSHIP
DELAWARE COUNTY, PENNSYLVANIA
RESOLUTION NO. 28-25**

**A RESOLUTION OF UPPER DARBY TOWNSHIP, DELAWARE COUNTY, PENNSYLVANIA,
APPOINTING BETH STERN FLEMING, LLC TO SERVE AS SPECIAL COUNSEL TO UPPER
DARBY TOWNSHIP, DELAWARE COUNTY, PENNSYLVANIA**

WHEREAS, the Home Rule Charter of Upper Darby Township (“Charter”) provides that “[t]here shall be a legal officer of the Township, appointed by the Mayor with the approval of six members of Council, who shall serve as chief legal advisor to the Council, the Mayor, the Chief Administrative Officer, and all Township departments, offices and agencies and shall represent the Township in all legal proceedings and shall perform any other duties prescribed by this Charter or by Law,” Charter, C-803.F; and

WHEREAS, on May 21, 2025, Council passed Resolution 6-25, which approved the appointment of Clarke Gallagher Barbiero & Amuso Law (“CGBAG”) as legal officer of the Township and the Mayor approved such resolution on May 21, 2025; and

WHEREAS, CGBAG has determined that there is a matter that requires special expertise in the area of bankruptcy, particularly to represent the Township’s interests in a U.S. bankruptcy case filed in the Northern District of Texas, Dallas Division by Prospect Holdings, Inc. and the various related entities; and

WHEREAS, CGBAG has recommended that the Township engage Special Counsel to represent such interests that has such expertise; and

WHEREAS, Beth Stern Fleming, LLC (“Fleming”) has submitted a proposal dated July 28, 2025 outlining a proposal to serve as Special Counsel to the Township; and

WHEREAS, at the recommendation of CGBAG, the Mayor has determined that Fleming is qualified to serve as special counsel to the Township as outlined herein; and

WHEREAS, Township Council believes it to be in the best interest of the Township to approve the appointment of Fleming to serve as Special Counsel to the Township to represent the Township’s interests in a U.S. bankruptcy case filed in the Northern District of Texas, Dallas Division by Prospect Holdings, Inc. and the various related entities.

NOW THEREFORE, BE IT RESOLVED by the Upper Darby Township Council, and it is hereby **ADOPTED** and **RESOLVED** by authority of same as follows:

1. Beth Stern Fleming, LLC (“Fleming”) is hereby appointed to serve as the Township’s Special Counsel to represent the Township’s interests in a U.S. bankruptcy case filed in the Northern District of Texas, Dallas Division by Prospect Holdings, Inc. and the various related entities.
2. All resolutions, or parts thereof, inconsistent with the provisions of this Resolution are hereby repealed to the extent of the inconsistency.
3. The provisions of this Resolution are declared to be severable. If any provision of this Resolution is declared by a court of competent jurisdiction to be invalid or unconstitutional, such determination shall have no effect on the remaining provisions of this Resolution or on the Upper Darby Fee Schedule.
4. This Resolution shall become effective immediately upon the signature of the Mayor or, in the event the Mayor neither approves nor vetoes this Resolution, fifteen days after the last day on which the Mayor can approve or veto this Resolution, as set forth in the Upper Darby Township Home Rule Charter, Section C-702.C.

ADOPTED and **RESOLVED** this 20th day of August, 2025.

SEAL:

ATTEST: _____
MICHELLE BILLUPS
Secretary of Council

BY: _____
HAFIZ TUNIS
President of Council

Resolution No. 28-25 is hereby approved this _____ day of August, 2025.

ATTEST: _____
CRANDALL O. JONES
Chief Administrative Officer

BY: _____
EDWARD BROWN
Mayor