

SYNOD COUNCIL MEMBERS

Mr. Leonel E. Avila	2020
Ms. Cynthia Corley	2020
*Ms. Maria del Toro, Vice President	2018
<i>The Rev. Justin Johnson</i>	<i>2018</i>
Ms. Tabitha Johnson (youth)	2018
*The Rev. Amy Kienzle	2018
Mr. John Litke	2018
*Dr. Carlos Lopez	2018
<i>Synod Dcn. John Malone</i>	<i>2018</i>
<i>Ms. Karen Maulen</i>	<i>2018</i>
<i>The Rev. Christopher Mietlowski</i>	<i>2020</i>
<i>Mr. Walter Nash</i>	<i>2018</i>
The Rev. Jeanine Owens	2020
<i>Synod Dcn. Lulu Paolini</i>	<i>2018</i>
The Rev. Daniel Peter	2018
Synod Dcn. John Prosen	2020
*The Rev. Robert A. Rimbo, Bishop	2020
Ms. Denise Rutherford-Gill	2020
*The Rev. Harry Schenkel	2018
*The Rev. Robert Schoepflin, Sect.	2018
The Rev. Nicole Schwalbe	2020
<i>The Rev. Garry Squire</i>	<i>2020</i>
Ms. Wendy Bean Tannenbaum	2018
<i>Ms. Abby Triebel</i>	<i>2020</i>
Ms. Emma Turner (Young Adult)	2020
*Mr. Christopher Vergara	2020
<i>Ms. Karen Woolley</i>	<i>2020</i>

AUXILIARY MEMBERS

STAFF

Dcn. Margy Schmitt Ajer
Ms. Susan Brandt
The Rev. Percy Butiku
The Rev. Jonathan Linman
Synod Dcn. Gayle Ruege
Ms. Kathleen Schmidt
Ms. Rebekah Thornhill
The Rev. Lamont Wells

GUESTS

Mr. Tom Massey, Strategic Plan Consultant
Ms. Hazel Goldstein, Gathered Committee

Bold = present

Italics = excused absence

*Member of Executive Committee

Morning Prayer

Observer: Wendy Bean Tannenbaum

Call to Order: Ms. Maria del Toro at 9:18am

1. Adoption of the Agenda: adopted

2. Adoption of the Minutes

A. **Synod Council: 22 April 2017:** adopted.

3. 2017 Synod Assembly debrief

Concern raised about on-line access to materials, especially resolutions and other matters not available prior to assembly. This concern will be brought to Assembly Planning Committee.

Positive reaction to theme, Marian presentations, music and presenters.

4. Bishop's Report

A. **Calls**

- a. **The Rev. James Rowe: OLFC effective 24 July 2017**
- b. **The Rev. Emily Scott: OLFC effective 5 May 2017**
- c. **Synod Deacon Robert Michaelis: OLFC effective 31 January 2017**

ACTION SC17:06/01

RESOLVED, that the Metropolitan New York Synod Council approve On Leave from Call Status to the Rev. James Rowe; effective 24 July 2017; the Rev. Emily Scott, effective 5 May 2017; Synod Deacon Robert Michaelis, effective 31 January 2017.

ADOPTED

- d. **The Rev. Jeffrey Kolbo: Retirement status effective 1 July 2017**
- e. **The Rev. Eric Mathsen: Retirement status effective 1 August 2017**

ACTION SC17:06/02

RESOLVED, that the Metropolitan New York Synod Council approve Retirement Status to the Rev. Jeffrey Kolbo, effective 1 July 2017; the Rev. Eric Mathsen, effective 1 August 2017.

ADOPTED

B. Appointments

Bp. Rimbo reported on the following appointments he has made.

- a. **The Rev. Robert Wollenburg: *Interim Pastor, St. Lydia's Church, Brooklyn effective 5 May 2017***
- b. **Regina Daniels: *MNYS Diaconate Council***
- c. **The Rev. Dolores McKay: *MNYS Diaconate Council***
- d. **The Rev. Paul Walley: *Innovation Team***
- e. **Advisory Panel: *Our Saviour's, Brooklyn: Pr. Khader Khalilia, S.Dcn. John Malone, Pr. Lamont Wells***

Bp. Rimbo reported that since the departure of Pr. Craig Miller, Our Saviour's has been in discernment over the future shape of its ministry. The report of the Advisory Panel is provided to the congregation as well as the Bishop.

C. Church of the Holy Redeemer, Brooklyn (East New York)

Pr. Wells reported that a ministry review was conducted and the conclusion is that a redevelopment is necessary. Ms. Denise Rutherford-Gill, a member of Synod Council and of the congregation indicated that the leadership and members of the congregation are excited about redevelopment.

D. Synod Ordinations

Bp. Rimbo reported that the Synod will return to the practice of group ordinations in the future. These will be done three times per year: January, the Saturday of Synod Assembly, and September. January and September ordinations will be held at Saint Peter's, Manhattan. He said that as leaders in our synod, the presence and participation of Synod Council members at ordinations as greeters, ushers, and ministers of hospitality would be very appreciated. The dates for ordinations will be included on the Synod Council calendar.

5. Secretary's Report

A. Constitutions: Secretary Schoepflin reported that the following congregation constitutions were received, approved and filed with the Synod.

- a. **First, Poughkeepsie**
- b. **Redeemer, Kingston**
- c. **St. John's, Poughkeepsie**
- d. **Trinity, Staten Island**

6. Treasurer's Report

A. Resignation: Frank Suttell

ACTION SC17:06/03

RESOLVED, that the Metropolitan New York Synod Council accept the resignation of Mr. Frank Suttell as Treasurer effective immediately, and express its sincere appreciation to him for his ministry to the Synod and the Synod Council.

ADOPTED

7. Strategic Plan

A. Plan Refresh / Committee Chair presentations

VP Del Toro announced that Tom Massey and the Chairs of the Strategy Committees will provide a presentation to the Synod Council in its afternoon session today

B. Leadership Development Grants

Pr. Schenkel presented the grants that had been recommended by the committee.

ACTION SC17:06/04

RESOLVED, that the Metropolitan New York Synod Council approve the Leadership Development Grants reviewed by the Leadership Development Grant Review Team and recommended by the Executive Committee.

ADOPTED

8. New Business

A. Redeemer / Flatbush, Brooklyn: dissolution of Federated congregation (PCUSA)

Kathy Schmidt reported that Redeemer has been a Federated congregation with the Presbyterian Church USA for several decades. The Lutheran congregation joined the Presbyterian congregation on their ministry site bringing their financial resources with them. The congregation has voted to close. It is required that both Judicatories take the appropriate action to dissolve the congregation in accordance with their governing structure and documents.

WHEREAS, the Flatbush Presbyterian Church of Brooklyn and the Evangelical Lutheran Church of the Redeemer formed a federated church known as Flatbush Church of the Redeemer (“Redeemer”); and

WHEREAS, Redeemer, located at 494 East 23rd Street, Brooklyn, New York, is a member congregation of the Evangelical Lutheran Church in America (the “Church”) rostered with the Synod as well as the Presbyterian Church (U.S.A.) and the Presbytery of New York City of the Presbyterian Church (U.S.A.) (the “Presbytery”); and

WHEREAS, the membership of Redeemer has declined and dwindled to so few, and become so scattered and diminished in numbers as to make it impractical for Redeemer to fulfill the purposes for which it was organized; and

WHEREAS, a meeting of the Members was duly called and held on November 9, 2014, at which a quorum was present, and a resolution was duly adopted for Redeemer to disband and pursue appointment of administrative commission; and

WHEREAS, a meeting of the Council/Session of Redeemer was duly called, and held on April 26, 2015, at which a quorum of the Council/Session was present and a resolution was duly adopted for the Synod and the Presbytery to take over the administrative duties of Redeemer; and

WHEREAS, it is the desire of the Presbytery, with the consent of the Synod, to close Redeemer; and

WHEREAS, it is the intention of the Presbytery, upon the consent of the Synod, to seek the approval of the Presbyterian Church (U.S.A.) to the closing of Redeemer; and

WHEREAS, good cause having been demonstrated by the members of the Congregation of Redeemer to the Synod that the mission of Redeemer at that location has come to its conclusion,

NOW THEREFORE, it is:

RESOLVED, that for the reasons set forth above, all of which are included and incorporated herein and made a part hereof as if fully set forth, the Synod does hereby consent to the closing of Redeemer and approves of the Presbytery seeking the approval of the Presbyterian Church (U.S.A.) to the closing of Redeemer.

ACTION SC17:06/05

RESOLVED, that for the reasons set forth above, all of which are included and incorporated herein and made a part hereof as if fully set forth, the Synod does hereby consent to the closing of Redeemer and approves of the Presbytery seeking the approval of the Presbyterian Church (U.S.A.) to the closing of Redeemer.

ADOPTED (18 in favor, 0 opposed, 0 absentions)

B. Immigration Advocacy Strategy: Sanctuary resolution

Mr. Christopher Vergara presented this resolution which came from the Sent Strategic Committee. VP Del Toro asked all council members present to voice their thoughts on resolution.

Mr. Vergara prayed before the vote.

WHEREAS care and equal justice for “the stranger, the alien and the resident alien” is consistently taught in Holy Scripture:

Exodus 12:49 - “There shall be one law for the native and for the alien who resides among you.”;
Exodus 22:21 - You shall not wrong or oppress a resident alien; for you were aliens in the land of Egypt.”;
Leviticus 19:33-34 - “When the alien resides with you in your land, you shall not oppress the alien. The alien who resides with you shall be to you as the citizen among you; you shall love the alien as yourself, for you were aliens in the land of Egypt.”;
Numbers 9:14 & 15:15-16 - “... you shall have one statute for both the resident alien and the native.”;
Deuteronomy 10:18-19 - “For the Lord your God...loves the strangers, providing them food and clothing. You shall also love the stranger, for you were strangers in the land of Egypt.”;
Deuteronomy 24:17-18 - “You shall not deprive a resident alien...of justice.”;
Deuteronomy 27:19 - “Cursed be anyone who deprives the alien...of justice.”;
Jeremiah 7:5-7 - “If you do not oppress the alien...then I will dwell with you in this place....”;
Jeremiah 22:3-5 - “Do no wrong or violence to the alien.”;
Ezekiel 47:21-22 - “The aliens shall be to you as citizens, and shall also be allotted an inheritance.”;
Malachi 3:5 - “The messenger will bear witness against those who thrust aside the alien.”;
Matthew 25:31-46 - “... I was a stranger and you welcomed me.”;
Luke 4:16-21 - “Bring good news to the poor...release to the captives...sight to the blind...let the oppressed go free.”;

Romans 12:13 - "Mark of the true Christian: "...Extend hospitality to strangers...";
Ephesians 2:11-22 - "So then you are no longer strangers and aliens, but you are citizens with the saints and also members of the household of God.";
Hebrews 13:1-2 - "... show hospitality to strangers, for by doing that some have entertained angels...";
and

WHEREAS Mary, Joseph and Jesus were refugees in Egypt to avoid Herod's violence;

Matthew 2: 13-15 - "Now after they had left, an angel of the Lord appeared to Joseph in a dream and said, 'Get up, take the child and his mother, and flee to Egypt, and remain there until I tell you; for Herod is about to search for the child, to destroy him.' Then Joseph got up, took the child and his mother by night, and went to Egypt, and remained there until the death of Herod. This was to fulfill what had been spoken by the Lord through the prophet, 'Out of Egypt I have called my son.'"; and

WHEREAS, the people of God are consistently labeled "aliens and transients" in the Holy Scriptures:

Genesis 12:1 - The call of Abram: "Go from your country and your kindred and your father's house to the land that I will show you."

Genesis 12:10 - "Now there was a famine in the land. So Abram went down to Egypt to reside there as an alien, for the famine was severe in the land."

Genesis 23 - Abraham is a stranger and an alien in the land of Canaan.

Genesis 46:1-7 - Jacob moves his family to Egypt to escape the famine and reunite with Joseph.

Genesis 47:1-6 - Joseph brings his brothers to Pharaoh and they are welcomed and given jobs.

Psalms 137:1-6 - "By the rivers of Babylon, there we sat down and wept ... How could we sing the Lord's song in a foreign land?"

Hebrews 13:14 - "For here we have no lasting city, but we are looking for the city that is to come."; and

WHEREAS the Lutheran Church over the last 75 years has been a leader in refugee resettlement through Lutheran Immigration and Refugee Services and thousands of congregations; and

WHEREAS, as a result of World War II one in every six Lutherans in the world was a refugee or a displaced person, Lutherans and the Lutheran Church in this country with the participation of 6,000 congregations resettled 57,000 refugees in the United States; and after the fall of Saigon in 1975, Lutheran congregations sponsored over 50,000 refugees from Vietnam, Cambodia and Laos; and

WHEREAS the 1998 ELCA Social Message on Immigration proclaims:

"We draw on the best of our nation's traditions as a refuge and haven for the persecuted and destitute when we affirm that we support a generous policy of welcome for refugees and immigrants, and that we will advocate for just immigration policies including fairness in visa regulations and in admitting and protecting refugees."; and

WHEREAS, in the social policy resolution "Toward Compassionate, Just and Wise Immigration Reform," the 2009 ELCA Churchwide Assembly of the "ELCA and all its expressions" has expressed support for immigrants; and

WHEREAS we are living in dangerous times in this nation, as immigrants from Central and South America and those fleeing warfare in the Middle East are being persecuted; and

WHEREAS today about 12 million sisters and brothers from Central and South America are living in the shadows, while contributing many gifts and talents to the wonderful diversity of this nation; and

WHEREAS the 2016 Churchwide Assembly overwhelmingly approved the AMMPARO (Accompanying Migrant Minors with Protection, Advocacy, Representation, and Opportunity) strategy for the ELCA to pray, accompany, and create awareness around unaccompanied minors and immigrant families; and

WHEREAS the declaration of Sanctuary is an ancient custom by which the church declares itself to be a safe place for those escaping persecution; and

THEREFORE, BE IT

RESOLVED that Sanctuary not only means the provision of shelter but is a

- RESPONSE to raids, detentions, deportations, and the criminalization of immigrants and refugees, a
- STRATEGY to fight individual cases of deportation, to advocate for an end of mass detention and amplify immigrant voices, a
- VISION for what our communities and world can be, and a
- MORAL IMPERATIVE to take prophetic action of radical hospitality rooted in the ancient traditions of our faith communities;

RESOLVED that the Metropolitan New York Synod declare itself one of the first major metropolitan Sanctuary Synods of the ELCA ready to help protect refugees and undocumented people from arrest and deportation by Immigration and Customs Enforcement officers (ICE), in partnership with organizations like Lutheran Immigration and Refugee Services, The New Sanctuary Coalition, The New York Immigration Coalition, New York Legal Aid Society, and the ELCA's AMMPARO program by:

- Developing a network of Sanctuary Congregations
- Coordinating accompaniment trainings – being silent advocates during check-ins or hearings
- Creating a plan for awareness building around issues of immigration and refugees
- Advocating for just immigration policies including fairness in admitting and protecting refugees; and be it further

RESOLVED that the Metropolitan New York Synod endorse, fully support, & help train congregations seeking to be Sanctuary Congregations, creating a network of sanctuary in our synod, whose work would include but not be limited to:

- Help congregations explore why and how to identify themselves as Sanctuary Congregations
- Reaching out to nearby immigrant congregations or communities
- Expand or Redevelop existing programs with a focus on reaching out to immigrants and refugees
- Create and distribute “Know Your Rights Cards” to undocumented persons
- Reach out and network with other Sanctuary Congregations to share support and information
- Provide short term respite sanctuary during immediate crisis
- Train in and participate in accompaniment program
- Participate in the ELCA's AAMPARO program for unaccompanied minors.

- Encourage participation in Jericho Walks around Federal Plaza
- Host Immigration Consultations with legal professionals for immigrants; and be it further

RESOLVED, that the Metropolitan New York Synod memorialize the 2019 ELCA Churchwide Assembly to adopt a similar resolution for the whole Evangelical Lutheran Church in America.

ACTION SC17:06/06

RESOLVED that Sanctuary not only means the provision of shelter but is a

- **RESPONSE to raids, detentions, deportations, and the criminalization of immigrants and refugees, a**
- **STRATEGY to fight individual cases of deportation, to advocate for an end of mass detention and amplify immigrant voices, a**
- **VISION for what our communities and world can be, and a**
- **MORAL IMPERATIVE to take prophetic action of radical hospitality rooted in the ancient traditions of our faith communities;**

RESOLVED that the Metropolitan New York Synod declare itself one of the first major metropolitan Sanctuary Synods of the ELCA ready to help protect refugees and undocumented people from arrest and deportation by Immigration and Customs Enforcement officers (ICE), in partnership with organizations like Lutheran Immigration and Refugee Services, The New Sanctuary Coalition, The New York Immigration Coalition, New York Legal Aid Society, and the ELCA's AMMPARO program by:

- **Developing a network of Sanctuary Congregations**
- **Coordinating accompaniment trainings – being silent advocates during check-ins or hearings**
- **Creating a plan for awareness building around issues of immigration and refugees**
- **Advocating for just immigration policies including fairness in admitting and protecting refugees; and be it further**

RESOLVED that the Metropolitan New York Synod endorse, fully support, & help train congregations seeking to be Sanctuary Congregations, creating a network of sanctuary in our synod, whose work would include but not be limited to:

- **Help congregations explore why and how to identify themselves as Sanctuary Congregations**
- **Reaching out to nearby immigrant congregations or communities**
- **Expand or Redevelop existing programs with a focus on reaching out to immigrants and refugees**
- **Create and distribute “Know Your Rights Cards” to undocumented persons**
- **Reach out and network with other Sanctuary Congregations to share support and information**
- **Provide short term respite sanctuary during immediate crisis**
- **Train in and participate in accompaniment program**
- **Participate in the ELCA's AAMPARO program for unaccompanied minors.**

- **Encourage participation in Jericho Walks around Federal Plaza**
- **Host Immigration Consultations with legal professionals for immigrants; and be it further**

RESOLVED, that the Metropolitan New York Synod memorialize the 2019 ELCA Churchwide Assembly to adopt a similar resolution for the whole Evangelical Lutheran Church in America.

ADOPTED

C. Executive Committee elections

Nominated: Christopher Vergara, Carlos Lopez, Harry Schenkel, Jeanine Owens.

ACTION SC17:06/07

RESOLVED, that Mr. Christopher Vergara, Dr. Carlos Lopez, The Rev. Harry Schenkel and The Rev. Jeanine Owens are elected to serve on the Executive Committee from June 2017 to June 2018

ADOPTED

9. Old Business

A. Transfiguration, Harlem: authorize zoning analysis / survey / appraisal

Ms. Kathleen Schmidt reported that the Executive Committee authorized funds be spent to obtain a zoning analysis, appraisal and survey of the property at Transfiguration, Harlem.

B. Sale: 42-15 165th Street, Flushing, NY (Messiah)

Ms. Kathleen Schmidt presented the resolution.

ACTION SC17:06/08

RESOLVED, that the Metropolitan New York Synod Council approve the sale of the property located at 42-15 165th St, Flushing, NY 11358, formerly known as Messiah Lutheran Church, Flushing NY to Apex USA Development LLC \$7,700,000.

ADOPTED (18 for, 0 opposed, 0 abstentions)

C. Sale: 85-15 101st Avenue, Ozone Park, NY (Christ)

Ms. Kathleen Schmidt presented the resolution.

WHEREAS, the Synod Council by resolution dated March 1, 2015, exercised imposition of Section 13.24 of the Synod Constitution upon Christ Lutheran located at 85-15 101 Avenue, Ozone Park, New York, and further identified on the City of New York, Queens County tax map as Block 9057, Lot 43 (the "Property"), and to take charge and control over the personal and real property of Christ Lutheran, including the Property, where worship and other mission and ministry functions were

conducted; and

WHEREAS, title to the Property vested in the Synod upon synodical administration and as provided in Sections 17-c 2(a)(ii) and (iii) and 17-c 2(c)(ii) of the Religious Corporations Law of the State of New York and the Constitution of the Synod; and

WHEREAS, the Congregation of Christ Lutheran conducted its last worship service at the Property on June 30, 2015; and

WHEREAS, the Property is surplus property and is not needed by the Synod to conduct the mission and ministry services it provides to the member congregations of the Synod and the Evangelical Lutheran Church in America in the New York metropolitan area; and

WHEREAS, The Synod Council caused an appraisal of the Property to be conducted by a certified New York real estate appraiser, and concluded that the fair market value of the Property as of May 31, 2017 was \$2,720,000.00

WHEREAS, in May 2017, having listed the Property for sale, and having received numerous offers to purchase the Property in "as is" condition, the best offer was made by FCA Realty LLC ("Purchaser"), a New York limited liability company and unrelated third party *bona fide* purchaser, to purchase the Property from the Synod in "as is" condition, for \$2,750,000.00, and the Synod Council, at its regular meeting held on June 9, 2017, at which a quorum was present, duly and unanimously adopted a resolution to enter into a contract to sell the Property to Purchaser in "as is" condition, for \$2,750,000.00; and

WHEREAS, the Synod delivered a draft contract to Purchaser for the purchase of the Property from the Synod, for the price of \$2,750,000.00, in "as is" condition; which contract was executed by the Synod and Purchaser, subject to all approvals as required by New York law (the "Agreement").

WHEREAS, the Synod Council at their meeting of June 9, 2017, did further resolve by unanimous vote of those present, that having considered the appraisal, the Agreement, and other information including the condition of the Property and the costs of maintaining same, to sell the Property and further authorized the appropriate members of the Synod Council to make application to the Attorney General of the State of New York for approval to sell the Property and to execute any documents connected with that sale; and

NOW, THEREFORE, it is:

RESOLVED, that the contract of sale negotiated and prepared by the Synod's legal counsel, Capell Barnett Matalon & Schoenfeld, LLP, for sale of the Property to Purchaser, for the price of \$2,750,000.00, in "as is" condition and subject to all approvals as required by New York law, is hereby approved; and it is further

RESOLVED, that the execution of the contract of sale by the Rev. Robert P. Schoepflin, as Secretary of the Synod, and acting solely and on behalf of the Synod, be and hereby is authorized, empowered and directed; and it is further

RESOLVED, that any one of the Officers of the Synod acting solely and on behalf of the Synod, be and hereby is authorized, empowered and directed to sign, verify and cause to be filed such Petition or other paper or papers as may be required to obtain the approval as required by New York law of such sale to Purchaser based on the terms and conditions as recited in the contract of sale, for the price of \$2,750,000.00, in "as is" condition; and, in the event that such approvals shall be obtained, to

thereafter execute, acknowledge and deliver a Deed of Conveyance and all such other documents as may be required to convey title to the Property and to pay all customary and/or required closing costs, transfer taxes, broker, attorney and other professional fees incurred in connection with the sale of the property; and otherwise do all such things as may, upon advice of Capell Barnett Matalon & Schoenfeld LLP, counsel to the Synod, be reasonable, necessary, proper or convenient in order that the terms, provisions and agreements of the contract of sale be fulfilled and the transactions contemplated therein be effectuated; and it is further

RESOLVED, that the net proceeds from the sale of the Property, after payment of the customary and/or required closing costs, transfer taxes, broker, attorney and other professional fees relating to the sale, be utilized in furtherance of the purposes for which the Synod was formed, in accordance with its Certificate of Incorporation and Constitution and By-Laws; and it is further

RESOLVED, that the dissolution of the Synod is not contemplated following the transfer of the Property; and it is further

RESOLVED, that the Synod will not become insolvent following the transfer of the Property; and it is further

RESOLVED, that to the best of our knowledge, no persons have raised, or have a reasonable basis to raise, objections to the sale of the Property.

ACTION SC17:06/09

RESOLVED, that the contract of sale negotiated and prepared by the Synod's legal counsel, Capell Barnett Matalon & Schoenfeld, LLP, for sale of the Property to Purchaser, for the price of \$2,750,000.00, in "as is" condition and subject to all approvals as required by New York law, is hereby approved; and it is further

RESOLVED, that the execution of the contract of sale by the Rev. Robert P. Schoepflin, as Secretary of the Synod, and acting solely and on behalf of the Synod, be and hereby is authorized, empowered and directed; and it is further

RESOLVED, that any one of the Officers of the Synod acting solely and on behalf of the Synod, be and hereby is authorized, empowered and directed to sign, verify and cause to be filed such Petition or other paper or papers as may be required to obtain the approval as required by New York law of such sale to Purchaser based on the terms and conditions as recited in the contract of sale, for the price of \$2,750,000.00, in "as is" condition; and, in the event that such approvals shall be obtained, to thereafter execute, acknowledge and deliver a Deed of Conveyance and all such other documents as may be required to convey title to the Property and to pay all customary and/or required closing costs, transfer taxes, broker, attorney and other professional fees incurred in connection with the sale of the property; and otherwise do all such things as may, upon advice of Capell Barnett Matalon & Schoenfeld LLP, counsel to the Synod, be reasonable, necessary, proper or convenient in order that the terms, provisions and agreements of the contract of sale be fulfilled and the transactions contemplated therein be effectuated; and it is further

RESOLVED, that the net proceeds from the sale of the Property, after payment of the customary and/or required closing costs, transfer taxes, broker, attorney and other professional fees relating to the sale, be utilized in furtherance of the purposes for which the Synod was formed, in accordance with its Certificate of Incorporation and Constitution and By-Laws; and it is further

RESOLVED, that the dissolution of the Synod is not contemplated following the transfer of the Property; and it is further

RESOLVED, that the Synod will not become insolvent following the transfer of the Property; and it is further

RESOLVED, that to the best of our knowledge, no persons have raised, or have a reasonable basis to raise, objections to the sale of the Property.

ADOPTED (18 for, 0 opposed, 0 absentions)

D. St. Luke's, Woodhaven

Ms. Kathleen Schmidt presented the resolution.

WHEREAS, the Synod Council by resolution dated April 25, 2015, exercised imposition of Section 13.24 of the Synod Constitution upon St. Luke's located at 87-34 85th Street, Woodhaven, New York, as further identified on the City of New York, Queens County tax map as Block 8917, Lot 28 (the "Property"), and took charge and control over the personal and real property of St. Luke's, including the Property, where worship and other mission and ministry functions were conducted; and

WHEREAS, title to the Property vested in the Synod upon synodical administration and as provided in Sections 17-c 2(a)(ii) and (iii) and 17-c 2(c)(ii) of the Religious Corporations Law of the State of New York and the Constitution of the Synod; and

WHEREAS, the Congregation of St. Luke's conducted its last worship service at the Property on May 24, 2015; and

WHEREAS, the Property is surplus property and is not needed by the Synod to conduct the mission and ministry services it provides to the member congregations of the Synod and the Evangelical Lutheran Church in America in the New York metropolitan area; and

WHEREAS, in May 2017, the Synod Council caused a re-appraisal of the Property to be conducted by a certified New York real estate appraiser, to update the appraisal performed by them on January 28, 2015 that concluded that the fair market value of the Property was \$1,800,000 (the "2015 Appraisal"); and

WHEREAS, the re-appraisal concluded that the fair market value of the Property as of May 24, 2017, was \$2,160,000.00 (the "2017 Appraisal"); and

WHEREAS, in May 2017, having listed the Property for sale, and having received numerous offers to purchase the Property in "as is" condition, the best offer was made by Emmanuel Full Gospel Assemblies ("Purchaser"), a New York religious corporation and unrelated third party *bona fide* purchaser, to purchase the Property from the Synod in "as is" condition, for \$2,300,000.00, and the

Synod Council, at its regular meeting held on May 12, 2017, at which a quorum was present, duly and unanimously adopted a resolution to enter into a contract to sell the Property to Purchaser in "as is" condition, for \$2,300,000.00; and

WHEREAS, the Synod delivered a draft contract to Purchaser for the purchase of the Property from the Synod, for the price of \$2,300,000.00, in "as is" condition; which contract was executed by the Synod and Purchaser, subject to all approvals as required by New York law (the "Agreement"); and

WHEREAS, the Synod Council at their meeting of May 12, 2017, did further resolve by unanimous vote, that having considered the 2015 Appraisal, the Agreement, and other information including the condition of the Property and the costs of maintaining same, to sell the Property and further authorized the appropriate members of the Synod Council to make application to the Attorney General of the State of New York for approval to sell the Property and to execute any documents connected with that sale.

NOW, THEREFORE, it is:

RESOLVED, that the contract of sale negotiated and prepared by the Synod's legal counsel, Capell Barnett Matalon & Schoenfeld, LLP, for sale of the Property to Purchaser, for the price of \$2,300,000.00, in "as is" condition and subject to all approvals as required by New York law, is hereby approved; and it is further

RESOLVED, that the execution of the contract of sale by the Rev. Robert P. Schoepflin, as Secretary of the Synod, and acting solely and on behalf of the Synod, be and hereby is authorized, empowered and directed; and it is further

RESOLVED, that any one of the Officers of the Synod acting solely and on behalf of the Synod, be and hereby is authorized, empowered and directed to sign, verify and cause to be filed such Petition or other paper or papers as may be required to obtain the approval as required by New York law of such sale to Purchaser based on the terms and conditions as recited in the contract of sale, for the price of \$2,300,000.00, in "as is" condition; and, in the event that such approvals shall be obtained, to thereafter execute, acknowledge and deliver a Deed of Conveyance and all such other documents as may be required to convey title to the Property and to pay all customary and/or required closing costs, transfer taxes, broker, attorney and other professional fees incurred in connection with the sale of the property; and otherwise do all such things as may, upon advice of Capell Barnett Matalon & Schoenfeld LLP, counsel to the Synod, be reasonable, necessary, proper or convenient in order that the terms, provisions and agreements of the contract of sale be fulfilled and the transactions contemplated therein be effectuated; and it is further

RESOLVED, that the net proceeds from the sale of the Property, after payment of the customary and/or required closing costs, transfer taxes, broker, attorney and other professional fees relating to the sale, be utilized in furtherance of the purposes for which the Synod was formed, in accordance with its Certificate of Incorporation and Constitution and By-Laws; and it is further

RESOLVED, that the dissolution of the Synod is not contemplated following the transfer of the Property; and it is further

RESOLVED, that the Synod will not become insolvent following the transfer of the Property.

ACTION SC17:06/10

RESOLVED, that the contract of sale negotiated and prepared by the Synod's legal counsel, Capell Barnett Matalon & Schoenfeld, LLP, for sale of the Property to Purchaser, for the price of \$2,300,000.00, in "as is" condition and subject to all approvals as required by New York law, is hereby approved; and it is further

RESOLVED, that the execution of the contract of sale by the Rev. Robert P. Schoepflin, as Secretary of the Synod, and acting solely and on behalf of the Synod, be and hereby is authorized, empowered and directed; and it is further

RESOLVED, that any one of the Officers of the Synod acting solely and on behalf of the Synod, be and hereby is authorized, empowered and directed to sign, verify and cause to be filed such Petition or other paper or papers as may be required to obtain the approval as required by New York law of such sale to Purchaser based on the terms and conditions as recited in the contract of sale, for the price of \$2,300,000.00, in "as is" condition; and, in the event that such approvals shall be obtained, to thereafter execute, acknowledge and deliver a Deed of Conveyance and all such other documents as may be required to convey title to the Property and to pay all customary and/or required closing costs, transfer taxes, broker, attorney and other professional fees incurred in connection with the sale of the property; and otherwise do all such things as may, upon advice of Capell Barnett Matalon & Schoenfeld LLP, counsel to the Synod, be reasonable, necessary, proper or convenient in order that the terms, provisions and agreements of the contract of sale be fulfilled and the transactions contemplated therein be effectuated; and it is further

RESOLVED, that the net proceeds from the sale of the Property, after payment of the customary and/or required closing costs, transfer taxes, broker, attorney and other professional fees relating to the sale, be utilized in furtherance of the purposes for which the Synod was formed, in accordance with its Certificate of Incorporation and Constitution and By-Laws; and it is further

RESOLVED, that the dissolution of the Synod is not contemplated following the transfer of the Property; and it is further

RESOLVED, that the Synod will not become insolvent following the transfer of the Property.

ADOPTED (18 for, 0 opposed, 0 absentions)

E. Epiphany, Brooklyn: authorize loan guarantee

Ms. Kathleen Schmidt presented the resolution.

WHEREAS, Evangelical Lutheran Church of the Epiphany ("Epiphany") is a member congregation of the Evangelical Lutheran Church in America (the "Church") rostered with the Synod; and

WHEREAS, Epiphany owns two parcels of land including all appurtenances, buildings and other improvements situated thereon, located at (a) 721 Lincoln Place, Brooklyn, New York 11216 (Block

1254, Lot 63) (“Landlord Property”) and (b) 716 Lincoln Place, Brooklyn, New York (Block 1261, Lot 8) (“Church Property”); and

WHEREAS, Epiphany is negotiating and entering into a ground lease with Azimuth Development Group LLC or a direct affiliate (“Azimuth”) to lease and develop residential housing on a portion of the Landlord Property pursuant to a ninety-nine year ground lease (“Lease”), the terms of the Lease providing that Epiphany will subdivide the Landlord Property into two lots, one lot will continue to contain a school building (“School Property”) and the second lot will be leased to Azimuth (“Subject Property”); and

WHEREAS, Epiphany is negotiating and entering into a construction agreement with Azimuth, whereby Azimuth agrees to construct a new church facility (“Construction Agreement”), at Epiphany’s sole cost and expense, on the Church Property (“Church Building”); and

WHEREAS, Epiphany is seeking a loan from the Mission Investment Fund of the Evangelical Lutheran Church in America (“MIF”), in the amount of Four Million Three Hundred Thousand (\$4,300,000) Dollars (“Loan”), the proceeds of the Loan to be used by Epiphany to fund the construction costs for the Church Building as well as a portion of the “soft costs” and legal fees; and

WHEREAS, the Synod Council, along with legal counsel, have reviewed a term sheet from MIF setting forth the terms and obligations of the Loan, which is attached as Exhibit “A” (“Term Sheet”); and

WHEREAS, the Synod, along with legal counsel, have reviewed a loan commitment letter from MIF to Epiphany and has agreed to guarantee the Loan which is attached as Exhibit “B” (“Commitment Letter”), subject to the following terms and conditions (collectively the “Conditions”):

- (a) the Synod Council’s review and approval of the guaranty agreement which will be entered into by Epiphany, MIF and the Synod (“Guaranty Agreement”);
- (b) that the terms and obligations set forth in the Term Sheet are included in the Guaranty Agreement or other loan documents (collectively the “Loan Documents”);
- (c) Epiphany and Azimuth execute the Lease and Construction Agreement;
- (d) Epiphany including in the deeds for the School Property, Church Property and Subject Property (collectively the “Properties”): (i) a provision prohibiting the transfer, gift, sale, further encumbrance or conveyance of any kind of the Properties unless approved by the Synod and subject to the terms and conditions of the Loan Documents and (ii) a provision stating that in the event that Epiphany has acted to terminate its relationship with the Church or Synod or has taken any steps to terminate its relationship with the Church or Synod or if, for any reason, Epiphany’s relationship with the Church or Synod shall or will be

terminated, the Synod Council, in its sole and exclusive discretion may determine that the right, title or interest in the property shall be in the Synod, and the Congregation of Epiphany, upon written demand of the Synod, shall convey or cause the property to be conveyed to the Synod and shall cooperate with the Synod in causing the title to the property to reside in the Synod;

- (e) The Lease, Construction Agreement and Loan Documents are approved by the New York State Attorney General and Supreme Court of State of New York, as required by New York State law; and

WHEREAS, in the event that the Conditions are not fully satisfied, the Synod will not enter into the Guaranty Agreement.

NOW THEREFORE, it is:

RESOLVED, that the Commitment Letter and Term Sheet having been extensively reviewed and discussed with the Synod Council and the Synod's legal counsel, are accepted, approved and adopted; and it is further

RESOLVED, that the Synod Council will execute the Commitment Letter; and it is further

RESOLVED, that the Synod Council will review the final draft of the Guaranty Agreement, Loan Documents, Lease, Construction Agreement and deed for the Properties and confirm that they the Conditions have been satisfied prior to executing the Guaranty Agreement; and it is further

RESOLVED, that the Synod will guarantee the Loan if, and only if, the Conditions are satisfied; and it is further

RESOLVED, that the following are hereby appointed as trustees: The Rev. Harriet Weiber, The Rev. Lamont Wells, and Ms. Denise Rutherford-Gill ("Trustees"), with the with full power to make business decisions on behalf of the Synod in all regards relating directly or indirectly to guarantying the Loan; and it is further

RESOLVED, that the signature of any two of the Trustees acting to execute the Commitment Letter on behalf of the Synod shall be binding upon and considered as the act of all of the Trustees. No person or party acting in reliance on the signature of such Trustees as binding upon all Trustees shall be charged with notice of any revocation or change of such authority unless he, she or it shall have received actual written notice thereof. No person or party shall be required to look behind the signature of such Trustees.

ACTION SC17:06/11

RESOLVED, that the Commitment Letter and Term Sheet having been extensively reviewed and discussed with the Synod Council and the Synod's legal counsel, are accepted, approved and adopted; and it is further

RESOLVED, that the Synod Council will execute the Commitment Letter; and it is further

RESOLVED, that the Synod Council will review the final draft of the Guaranty Agreement, Loan Documents, Lease, Construction Agreement and deed for the Properties and confirm that they the Conditions have been satisfied prior to executing the Guaranty Agreement; and it is further

RESOLVED, that the Synod will guarantee the Loan if, and only if, the Conditions are satisfied; and it is further

RESOLVED, that the following are hereby appointed as trustees: The Rev. Harriet Weiber, The Rev. Lamont Wells, and Ms. Denise Rutherford-Gill ("Trustees"), with the with full power to make business decisions on behalf of the Synod in all regards relating directly or indirectly to guarantying the Loan; and it is further

RESOLVED, that the signature of any two of the Trustees acting to execute the Commitment Letter on behalf of the Synod shall be binding upon and considered as the act of all of the Trustees. No person or party acting in reliance on the signature of such Trustees as binding upon all Trustees shall be charged with notice of any revocation or change of such authority unless he, she or it shall have received actual written notice thereof. No person or party shall be required to look behind the signature of such Trustees.

ADOPTED (17 for, 0 opposed, 1 absention)

F. Trinity, St. Albans

Pr. Lamont Wells presented the resolution.

Synod Dcn. John Prosen led members in prayer before vote.

WHEREAS, **TRINITY LUTHERAN CHURCH OF ST. ALBANS (TRINITY)** located at 200-10 119TH Street, St. Albans, New York is a member congregation of the **Evangelical Lutheran Church In America (ELCA)** rostered with the **METROPOLITAN NEW YORK SYNOD (SYNOD)** and

WHEREAS, the membership of **TRINITY** has declined and dwindled to so few, and become so scattered and diminished in numbers as to make it impractical for **TRINITY** to fulfill the purposes for which it was organized, and

WHEREAS, the Constitution of the **SYNOD**, Section 13.24 provides in instances where a congregation's membership has diminished such that it is unable to fulfill its mission and ministry for which it is organized, the **SYNOD** may take charge and control of the property of such a congregation to hold, protect, preserve, manage and convey the same on behalf of this **SYNOD**, and

WHEREAS, such charge and control of the property by the **SYNOD**, as provided in Section 13.24, may be through the appointment by Synod Council of trustees, and

WHEREAS, by virtue of the authority granted it by Section 13.24 of its Constitution, the **SYNOD** has requested Synod Council to consider applying the terms and provisions of Section 13.24 and to take charge and control of the property of **TRINITY**, through the appointment of three trustees, and to hold, protect, preserve, manage and convey such property on behalf of the **Synod**.

NOW THEREFORE, it is:

RESOLVED, that for the reasons set forth above, all of which are included and incorporated herein and made a part hereof as if fully set forth, the **SYNOD**, pursuant to Section 13.24 of its constitution does hereby take charge and control of the property of **TRINITY** to hold, protect, preserve, manage, and convey it on behalf of the **SYNOD**, and it is further,

RESOLVED, that the following are hereby appointed as trustees, with the with full power to hold and manage the property of **TRINITY** on behalf of the **SYNOD** in all regards relating directly or indirectly to the taking charge and control of the property of **TRINITY** and in holding, protecting, preserving, managing and conveying such property of **TRINITY** on behalf of the **SYNOD**, to wit: The Rev. Marcia Parkinson-Harrison; The Rev. Lamont Wells; Ms. Cynthia Corley.

RESOLVED, that the signature of any two of the Trustees acting to take charge and control of the property of **TRINITY** and to hold, protect, preserve, manage, and convey the property of **TRINITY** on behalf of the **SYNOD** shall be binding upon and considered as the act of all of the Trustees. No person or party acting in reliance of the signature of one such Trustee as binding upon all Trustees shall be charged with notice of any revocation or change of such authority unless he, she or it shall have received actual written notice thereof. No person or party shall be required to look behind the signature of such Trustee.

ACTION SC17:06/12

RESOLVED, that for the reasons set forth above, all of which are included and incorporated herein and made a part hereof as if fully set forth, the **SYNOD**, pursuant to Section 13.24 of its constitution does hereby take charge and control of the property of **TRINITY** to hold, protect, preserve, manage, and convey it on behalf of the **SYNOD**, and it is further,

RESOLVED, that the following are hereby appointed as trustees, with the with full power to hold and manage the property of **TRINITY** on behalf of the **SYNOD** in all regards relating directly or indirectly to the taking charge and control of the property of **TRINITY** and in holding, protecting, preserving, managing and conveying such property of **TRINITY** on behalf of the **SYNOD**, to wit: The Rev. Marcia Parkinson-Harrison; The Rev. Lamont Wells; Ms. Cynthia Corley.

RESOLVED, that the signature of any two of the Trustees acting to take charge and control of the property of TRINITY and to hold, protect, preserve, manage, and convey the property of TRINITY on behalf of the SYNOD shall be binding upon and considered as the act of all of the Trustees. No person or party acting in reliance of the signature of one such Trustee as binding upon all Trustees shall be charged with notice of any revocation or change of such authority unless he, she or it shall have received actual written notice thereof. No person or party shall be required to look behind the signature of such Trustee.

ADOPTED (17 for, 0 opposed, 1 absention)

G. SA Actions (Pending)

- SA2015:05.08 / MNYS Disaster Response Task Force
- 2016 SA Actions
 1. SC16:04/07 Supporting Organizations
 2. SA2016:05.4 On Mission Partnerships
 3. SA2016:05.11 On Advocacy and Justice for Refugees

10. Observer's Evaluation

Meeting adjourned at 12:26pm with prayer by Bishop Rimbo.

Next Executive Committee Meeting: Sep 12, 2017 *

Next Synod Council Meeting: Saturday, Sep 23, 2017 (LSSNY Board Room – Suite 1244)

*Proposed items for the Synod Council agenda should be submitted to Gayle Ruege (gruege@mnys.org) for consideration by the Executive Committee on or before Sep 6.

As of September 2016, all committees are to provide a digital copy of meeting minutes to Susan Brandt (sbrandt@mnys.org) for the synod files.

Respectfully submitted,
Rev. Robert Schoepflin, Secretary