

**SYNOD COUNCIL MEMBERS**

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

**AUXILIARY MEMBERS**

**STAFF**

**Dcn. Margy Schmitt Ajer**  
**Ms. Susan Brandt**  
**The Rev. Perucy Butiku**  
**Mr. Roberto Lara**  
*The Rev. Jonathan Linman*  
**Synod Deacon Gayle Ruege**  
**Ms. Kathleen Schmidt**  
**The Rev. Lamont Wells**

**GUESTS**

**Mr. Tom Massey, Strategic Plan Consultant**

**Bold = present**

*Italics = excused absence*

**\*Member of Executive Committee**

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**Devotions: The Rev. Garry Squire**

**Observer(s): Christopher Vergara (AM) / The Rev. Nicole Schwalbe (PM)**

**Call to Order: Ms. Maria del Toro**

**1. Adoption of the Agenda: adopted**

**2. Adoption of the Minutes: adopted**

**A. Synod Council: 10 June 2017**

**3. Tell Your Story**

VP Del Toro invited SC members to share blessings of the summer.

**4. Bishop's Report**

**A. Staff**

G. Ruege gave staffing report.

The Executive Committee of the Synod Council serves as the "personnel committee" for the Bishop's staff. A sub-committee was formed to address staff transitions in following the announcement of Kathy Schmidt's retirement and the decision to expand the staff by adding an assistant to the DEM and a property manager. The subcommittee consisted of: Bp. Rimbo , Maria del Toro , Hazel Goldstein, Gayle Ruege, Pr. Lamont Wells, Kathy Schmidt, and Tom Massey.

It was determined that the accounting portion and the property management portion of Kathy's position would be separated and new job descriptions would be developed according to our current staffing requirements.

The sub-committee developed the position of Director for Finance, Administration and Grant Management. Sue Brandt has moved into that position as of Sep 1. A position description for a part time property manager was developed. Mark Goodwin was interviewed and agreed to serve in that position. The sub-committee developed a position description for Assistant to the Director for Evangelical Mission. Branden (Dicks) Dupree has moved into that position as of Sep 1.

Movement by current staff into these new positions vacated their former positions. The position for Administrator to the Executive Staff was posted, applications were received, candidates were interviewed, and the vacated positions were filled as of Sep 1.

Kathy Schmidt's official retirement is set for the end of this year. This allows for a sufficient training period and a smooth transition.

Following Rebekah Thornhills resignation, Roberto Lara was interviewed and appointed as Director of Communications effective Sep 18.

**a. Transitions**

- **Susan Brandt (Director for Finance, Administration and Grant Management)**
- **Branden Dupree (Assistant to the Director for Evangelical Mission)**
- **Rebekah Thornhill (resignation effective 17 August 2017)**

**b. new staff**

- **Regina Daniels (Executive Administrator)**
- **Roberto Lara (Director for Communications)**
- **Maria Rodas (Administrator to the Executive Staff)**
- **Mark Goodwin (Property Management / PT)**

**c. Staff reports**

**B. Calls**

- a. **Kevin Vandiver: Pastor - Mission Developer / Transfiguration, Harlem**

**ACTION SC17:09/01**

**RESOLVED**, that the Metropolitan New York Synod Council extend a call to Kevin Vandiver to serve as Pastor – Mission Developer at Transfiguration, Harlem, effective 15 September 2017.

**ADOPTED**

- b. **The Rev. Richard Ajer: Interim Pastor / Trinity, Rocky Point**

**ACTION SC17:09/02**

**RESOLVED**, that the Metropolitan New York Synod Council extend a call to the Rev. Richard Ajers to serve as Interim Pastor for the congregation of Trinity, Rocky Point effective 1 Oct 17.

**ADOPTED**

- c. **Synod Deacon Luanna Schilling / St. Peter's, Baldwin: OLFC 1 August 2017**

**ACTION SC17:09/03**

**RESOLVED**, that the Metropolitan New York Synod Council approve On Leave from Call Status for Synod Deacon Luanna Schilling, effective August 1, 2017.

**ADOPTED**

**C. Appointments**

*For report, no SC action necessary*

- a. **The Rev. Dr. J. Elise Brown: *Chair, MNYS Candidacy Committee***
- b. **The Rev. Dr. John Krahn: *Interim Co-Pastor / Faith, Syosset***
- c. **The Rev. Dennis O'Rourke: *Interim Co-Pastor / Faith, Syosset***
- d. **Patricia Baughman: *Stewardship Table***

**D. Reformation 500 events**

**a. Kaufmann Lectures**

Bp. Rimbo reported that Lutheran scholar Dr. Thomas Kaufmann presented 2 lectures hosted by Saint Peter's, Manhattan on Wed, Sep 6 and Sat, Sep 9. A combined participation of approximately 290 persons attended the lectures. They were very well received.

**b. October 31 Ecumenical Judicatory gathering**

Bishop Rimbo reported that he is hosting a gathering for judicatory leaders and ecumenical officers of Christian denominations (Roman Catholic, Protestant, Orthodox) located in the geography of our synod for an evening of continued ecumenical conversation and dialog that will focus on unity and strengthening ecumenical relationships. Cardinal Dolan will co-host the event.

**c. November 1 Commemoration / Festival Eucharist**

C. Vergara presented the fundraising/sponsorship opportunities. Deadline for donors being listed in the program is October 5.

**5. Financial Report**

**A. Mission Support Report as of 31 Aug 2017**

Ms. Kathleen Schmidt reported that contributions for the month of August totaled \$61,061, which is \$10,363 lower than what was budgeted for the month. Year-to-date mission support received is \$528,862, which is \$74,313 lower than the budgeted amount of \$603,175.

One third of our congregations (60) have given nothing so far this year. 23 of these had given support as of August 31<sup>st</sup> last year totaling \$38,062. Also, as compared in total with last year at this time, we are \$50,934 lower this year. This is a noticeable decline.

SC spent time discussing the reason for the lower giving to Synod. Many reasons were offered, including: lower giving to congregations; lack of communication on how money that is given as mission support is used; new pastor compensation guidelines that some congregations are struggling to meet; fact that some congregations split their mission support between synod and other ministries; and dissatisfaction with the Synod. This is a situation that must be addressed at the synod and congregational level. Later in the meeting, Mr. Tom Massey noted that today people do not give to the institution, they give to what the institution does. This thought is important for how we approach the problem of decreased mission support.

**B. Financials as of 31 July 2017**

Ms. Kathleen Schmidt presented the financials.

**6. Strategic Plan**

**A. Report of the Strategic Plan Working Group**

Mr. Tom Massey gave report on the 2017-2018 strategic priorities and elicited response and ideas from members of the SC.

**B. Leadership Development Grants**

Ms. Sue Brandt presented the recommendations for grant recipients.

**ACTION SC17:09/04**

**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**

**C. Congregational Capital Improvement Grants (update)**

Ms. Sue Brandt reported that 37 grant applications were received and are being reviewed, and then presented the review team appointments for approval.

**a. CCIG Review Team appointments (with terms)**

- Pr. Gary Schulz – 1 year term
- Pr. Joanne Bond – 1 year term
- Mr. William Henderson – 1 year term
- Mr. Frank Suttell – 1 year term
- Pr. Jeanine Owens – 2 year term
- Pr. John Flack – 3 year term
- Mr. John Litke – 3 year term
- Mr. Mark Goodwin – 3 year term
- Ms. Jasmine Downer – 3 year term
- Ms. Barbara Meberg – 3 year term

**ACTION SC17:09/05**

**RESOLVED, that the Metropolitan New York Synod Council ratifies the appointment of the Congregational Capital Improvement Grant Review Team with stated terms of service as presented.**

**ADOPTED**

**7. New Business**

**A. Synod Council**

- **S. Dcn. Carlos Lopez: resignation from the Executive Committee effective 12 Sep 2017**

**ACTION SC17:09/06**

**RESOLVED, that Ms. Cynthia Corley is elected to the Executive Committee to serve until the June 2018 Synod Council meeting when a new Executive Committee will be elected.**

**ADOPTED**

- **Synod Dcn. Lulu Paolini: resignation from the Synod Council effective 23 Sep 2017**

This seat will remain vacant until the May Assembly

#### **B. 2018 Clergy Compensation Guidelines**

##### **ACTION SC17:09/07**

**RESOLVED, that the Metropolitan New York Synod Council approve the recommended COLA of 1.60% and a minimum housing allowance of \$20,000 for the 2018 Clergy Compensation Guidelines. ADOPTED**

#### **C. Supporting Organization Bylaws**

#### **D. Conflict of Interest Policy**

#### **E. Whistleblower Policy**

Secretary Schoepflin discussed the concept of a supporting organization and invited questions for the Synod attorney about the documents to be sent to him via email.

### **8. Old Business**

#### **A. Synod Properties / Congregations under synod administration**

Ms. Kathleen Schmidt reported on work that is being done with Transfiguration, Harlem.

Trinity, St. Albans had its closing worship and Gathered Committee is looking at site.

#### **B. Property formerly Messiah, Flushing: revised resolution / adopted 19 Sep 2017**

WHEREAS, the Synod Council by resolution dated November 11, 2016 exercised imposition of Section 13.24 of the Synod Constitution upon Messiah located at 42-15 165th Street, Flushing, New York, as further identified on the City of New York, Queens County tax map as Block 5396, Lot 11 (the "Property"), and took charge and control over the personal and real property of Messiah, including the Property, where worship and other mission and ministry functions were conducted; and

WHEREAS, title to the Property vested in the Synod upon imposition of Section 13.24 of the Synod Constitution 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

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, that concluded that the fair market value of the Property as of July 10, 2017 was \$5,700,000; and

WHEREAS, in July 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 Apex USA Development, LLC, as to a 35% interest, and AE & LY Realty, LLC as to a 65% interest ("Purchaser"), both New York limited liability companies in good standing and unrelated third party bona fide purchasers, to purchase the Property from the Synod in "as is" condition, for \$7,500,000.00; and

WHEREAS, the Synod delivered a contract to Purchaser for the purchase of the Property from the Synod, for the price of \$7,500,000.00, 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 June 10, 2017, did further resolve, 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.

NOW, THEREFORE, it is:

RESOLVED, that the contract of sale negotiated and prepared by the Synod's 3 legal counsel, Capell Barnett Matalon & Schoenfeld, LLP, for sale of the Property to Purchaser, for the price of \$7,500,000.00, 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 \$7,500,000.00, 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 4 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 SC17:09/08 (adopted by unanimous email vote September 19, 2017)**

**RESOLVED, that the contract of sale negotiated and prepared by the Synod's 3 legal counsel, Capell Barnett Matalon & Schoenfeld, LLP, for sale of the Property to Purchaser, for the price of \$7,500,000.00, 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 \$7,500,000.00, 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 4 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**

**C. Property formerly Zion, Brooklyn resolutions**

Ms. Kathleen Schmidt presented two resolutions, one on a sale and the second on a lease.

**(as to the sale)**

**WHEREAS**, the Synod Council by resolution dated September 28, 2013, exercised Section 13.24 of the Synod Constitution upon Zion Lutheran, whose church building is located at 6309 Fourth Avenue (Block 5809 Lot 7) and parsonages are located at 414 63rd Street (Block 5809, Lot 10) and 416 63rd Street (Block 5809, Lot 11) in the County of Kings, State of New York (collectively the "Property"), and to take charge and control over the personal and real property of Zion 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 Zion Lutheran conducted its last worship service at the Property on January 26, 2014; 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 July 24, 2016 was \$5,600,000.00; and

**WHEREAS**, having listed the Property for sale, the best offer was made by FAC 6309 Fourth Avenue L.P. ("Purchaser"), a New York limited partnership and unrelated third party *bona fide* purchaser, to purchase the Property from the Synod in "as is" condition and to construct and transfer back a community facility space to the Synod after the completion of construction; and

**WHEREAS**, the Synod desires to enter into (a) a Purchase and Sale Agreement with Purchaser ("Purchase and Sale Agreement") and (b) a Development Agreement with Purchaser for the construction and transfer of a community facility space ("Development Agreement" and together with the Purchase and Sale Agreement, collectively the "Agreements"); and

**WHEREAS**, pursuant to the Agreements, the Synod will sell the Property to Purchaser and subsequently the Purchaser will demolish the current improvements on the Property, construct affordable residential housing ("Housing Building") and transfer back a community facility unit through a condominium regime to the Synod, consisting of approximately 15,089 square feet including

approximately 1,200 square feet of rear yard space ("Community Facility Unit"), within the Housing Building ("Project"); and

**WHEREAS**, the consideration for the sale of the Project is \$5,152,052.00, to be paid in accordance with the following: (a) \$1,700,000.00 by official check made payable to the Synod, or its designee, or wire transfer, at the closing, (b) \$1,937,169.00 to be designated in the construction budget for the Project as a source for the construction of the core and shell of the Community Facility Unit, which shall be released strictly in accordance with the schedule including commencement and completion dates and reasonable interim milestones and (c) \$1,514,883.00 to be evidenced by a Purchase Money Note which will also be contributed to the funds for construction of the Community Facility Unit (collectively, the "Purchase Price"). In addition, the Purchaser will pay to the Synod a one-time developer fee in the amount of \$850,000.00, plus 5% interest accruing annually and paid pro rata commencing on the date of the closing, and payable by the Purchaser to Synod at the conversion of the construction loans ("Developer Fee"); and

**WHEREAS**, the Synod was represented in the negotiations by their real estate broker, Savills Studley, Inc. ("Studley"). The Synod has agreed to pay Studley, a New York licensed real estate broker, the sum of \$341,216.90 (5% of the purchase price), as a commission for bringing about the sale, only if, as, and when title closes and out of the proceeds of such sale ("Broker's Commission"); and

**WHEREAS**, the Synod Council considered the appraisal, the Agreements, and other information including the condition of the Property and the costs of maintaining same, to sell the Property, and further authorizes 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 Agreements having been extensively reviewed and discussed with the Synod Council and the Synod Council's legal counsel, are accepted, approved and adopted; and it is further

**RESOLVED**, that it is in the best interest of the Synod to engage the Purchaser to purchase the Property, construct the Project and transfer the Community Facility Unit to the Synod pursuant to the Agreements; and it is further

**RESOLVED**, that the Purchase Price and the Developer Fee to be paid by the Purchaser to the Synod is fair and equitable and such funds will be used to further the Synod's mission and ministry; and it is further

**RESOLVED**, that the Broker's Commission is fair and reasonable is accepted and approved; and it is further

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

**RESOLVED**, that the execution of the Agreements 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 Agreements; 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 obligations of the Agreements 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 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 SC17:09/09**

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

**RESOLVED**, that it is in the best interest of the Synod to engage the Purchaser to purchase the Property, construct the Project and transfer the Community Facility Unit to the Synod pursuant to the Agreements; and it is further

**RESOLVED**, that the Purchase Price and the Developer Fee to be paid by the Purchaser to the Synod is fair and equitable and such funds will be used to further the Synod's mission and ministry; and it is further

**RESOLVED**, that the Broker's Commission is fair and reasonable is accepted and approved; and it is further

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

**RESOLVED**, that the execution of the Agreements 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 Agreements; 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 obligations of the Agreements 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 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)**

**(as to the lease)**

**WHEREAS**, the Synod Council by resolution dated September 28, 2013, exercised Section 13.24 of the Synod Constitution upon Zion Lutheran Church, whose church building is located at 6309 Fourth Avenue (Block 5809 Lot 7) and parsonages are located at 414 63rd Street (Block 5809, Lot 10) and 416 63rd Street (Block 5809, Lot 11) in the County of Kings, State of New York (collectively the "Property"), and to take charge and control over the personal and real property of Zion Lutheran Church, 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 Property was surplus property and was 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 entered into a Purchase and Sale Agreement and Development Agreement with FAC 6309 Fourth Avenue L.P. ("Purchaser"), a New York limited partnership and unrelated third party bona fide purchaser (collectively, the "Agreements"); and

**WHEREAS**, pursuant to the Agreements, the Synod will transfer the Property to Purchaser and the Purchaser will demolish the current improvements on the Property, construct affordable residential housing ("Housing Building") and transfer back a community facility unit through a condominium regime to the Synod, consisting of approximately 15,089 square feet including approximately 1,200 square feet of rear yard space ("Community Facility Unit"), within the Housing Building ("Project"); and

**WHEREAS**, the Synod desires to enter into a lease agreement with The New York City School

Construction Authority (“SCA”) for the Community Facility Unit (“Lease”). Pursuant to the terms of the Lease, the Synod will deliver the core and shell of the Community Facility Space to the SCA and the SCA will be responsible for the build-out. The term of the Lease shall be for twenty-five (25) years, provided however the SCA has the option of terminating the Lease by providing the Synod with at least one hundred twenty (120) days prior written notice of such termination. The SCA shall pay the Synod rent in equal monthly installments at the end of each calendar month in the amounts specified in the Lease.

**NOW, THEREFORE**, it is:

**RESOLVED**, that the Lease having been extensively reviewed and discussed with the Synod Council and the Synod Council’s legal counsel, is accepted, approved and adopted; and it is further

**RESOLVED**, that it is in the best interest of the Synod to enter into the Lease with the SCA for the Community Facility Unit; and it is further

**RESOLVED**, that the rent to be paid by the SCA to the Synod pursuant to the Lease is fair and equitable and such funds will be used to further the Synod’s mission and ministry; and it is further

**RESOLVED**, that the execution of the Lease 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 lease to the SCA based on the terms and conditions as recited in the Lease; and, in the event that such approvals shall be obtained, to thereafter execute, acknowledge and deliver documents as may be required to lease the Community Facility Unit 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 obligations of the Lease be fulfilled and the transactions contemplated therein be effectuated; and it is further

**RESOLVED**, that the rent received under the Lease will 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 to the best of my knowledge, no persons have raised, or have a reasonable basis to raise, objections to the lease of the Community Facility Unit.

#### **ACTION SC17:09/10**

**RESOLVED**, that the Lease having been extensively reviewed and discussed with the Synod Council and the Synod Council’s legal counsel, is accepted, approved and adopted; and it is further

**RESOLVED**, that it is in the best interest of the Synod to enter into the Lease with the SCA for the Community Facility Unit; and it is further

**RESOLVED**, that the rent to be paid by the SCA to the Synod pursuant to the Lease is fair and equitable and such funds will be used to further the Synod’s mission and ministry; and it is further

**RESOLVED**, that the execution of the Lease 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 lease to the SCA based on the terms and conditions as recited in the Lease; and, in the event that such approvals shall be obtained, to thereafter execute, acknowledge and deliver documents as may be required to lease the Community Facility Unit 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 obligations of the Lease be fulfilled and the transactions contemplated therein be effectuated; and it is further

**RESOLVED**, that the rent received under the Lease will 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 to the best of my knowledge, no persons have raised, or have a reasonable basis to raise, objections to the lease of the Community Facility Unit.

**RESOLVED**, that the Lease having been extensively reviewed and discussed with the Synod Council and the Synod Council's legal counsel, is accepted, approved and adopted; and it is further

**RESOLVED**, that it is in the best interest of the Synod to enter into the Lease with the SCA for the Community Facility Unit; and it is further

**RESOLVED**, that the rent to be paid by the SCA to the Synod pursuant to the Lease is fair and equitable and such funds will be used to further the Synod's mission and ministry; and it is further

**RESOLVED**, that the execution of the Lease 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 lease to the SCA based on the terms and conditions as recited in the Lease; and, in the event that such approvals shall be obtained, to thereafter execute, acknowledge and deliver documents as may be required to lease the Community Facility Unit 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 obligations of the Lease be fulfilled and the transactions contemplated therein be effectuated; and it is further

**RESOLVED**, that the rent received under the Lease will 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 to the best of our knowledge, no persons have raised, or have a reasonable basis to raise, objections to the lease of the Community Facility Unit.

**ADOPTED (18 for, 0 opposed)**

**D. Property formerly First, Jeffersonville**

Ms. Kathleen Schmidt reported that she was contacted by the Jeffersonville Fire Department and a contract has been sent to them.

**E. SA Actions (Pending)**

- **SA2015:05.08 / MNYS Disaster Response Task Force**
- **2016 SA Actions**
  1. **SA2016:05.4 On Mission Partnerships**
  2. **SA2016:05.11 On Advocacy and Justice for Refugees**

Mr. Christopher Vergara announced a workshop on AMMPARO:SANCTUARY, on November 11 at Saint Peters, Manhattan. ELCA AMMPARO Director Mary Campbell will be leading along with leaders from the New Sanctuary Coalition of New York

**8. Observers' Evaluation**

**Next Executive Committee Meeting: Oct 10, 2017 \***

**Next Synod Council Meeting: Tuesday, Oct 17, 2017 (TBD)**

**\*Proposed items for the Synod Council agenda should be submitted to Gayle Ruege ([gruege@mnys.org](mailto:gruege@mnys.org)) for consideration by the Executive Committee on or before Oct 3.**

**All committees are to provide a digital copy of meeting minutes to Regina Daniels ([rdaniels@mnys.org](mailto:rdaniels@mnys.org)) for the synod files.**

Respectfully submitted,  
Rev. Robert Schoepflin, Secretary