

**ST. MARY'S EPISCOPAL CHURCH
VESTRY MEETING MINUTES**

June 18, 2014

Present: Junior Warden- Harry Gustafson, Treasurer- Chris Winslow, Clerk- Christine Cassels, Linda Drummond, Judy Hall, Marshall Lundberg, Christian Myers, Paul Westrom, Karen White, Anna Zambrano and the Reverend Jennifer L. Pedrick, Rector.

Guests: Richard Sayer, Esquire, Jeff Belden, Jim Vanicek Independent Trustees, Sally Vanicek.

Absent: Senior Warden- Murry Edwards, Dave Monroe, and Pat Sweeney.

The Reverend Jennifer Pedrick started the meeting at 7:00 PM with a prayer and meditation from the Gospel of Matthew on the Great Commission chp. 28 vs. 16-20.

Consent Agenda: A motion was made to approve the consent agenda and Rector and Clerks (April and May) report. The motion was made by Marshal Lundberg and Chris Winslow seconded, the motion passed unanimously.

New Business:

A fundraiser is proposed by Judy Hall for September 6, 2014 from 6:30-10 PM in the St. Georges Chapel. A catered BBQ menu for 150-180 people is suggested; we will sell tickets individually and for families.

- Possible menu--chowder, chicken, ribs, coleslaw, pasta salad hotdogs for kids, strawberry shortcake, brownies, cash bar
- Caterer to do all cooking; SMC.to do all setup and cleanup
- Potential for Music, Square Dance, and Silent Auction

Reverend Jennifer Pedrick made a motion to endorse the BBQ pursuant to the Diocesan policy on serving alcohol. Chris Myers seconded, the motion passed unanimously.

Old Business:

1) **A new Trustee for Sara Gibbs Trust**

Jim Vanicek, Permanent Trustee selected Jeff Belden to replace the seat held by Sandy Cozzens.

A motion was made by Paul Westrom to accept Jeff Belden as the new trustee, Karen White seconded, and the motion passed unanimously.

Let the minutes reflect that Jeff Belden is elected as an independent trustee for the Sara Gibbs Trust.

2) **Parochial Report for 2013.**

Paul Westrom moved that we accept the parochial report; Linda Drummond seconded the motion, the motion passed unanimously by the vestry.

The number of confirmed/received/baptized members with names will be sent to The Reverend Jennifer Pedrick by Karen White and page 2 of the report will be updated before submission.

3) Update from Richard Sayer, Attorney for St. Mary's on the ALT land acquisition.

Seven extensions have been provided to the ALT to extend purchase of the land held up by the USDA. Several factors related to the need for more time to work on the deal are:

- Loss of original application
- Change in ALT leadership
- Different standards applied to land appraisals

New documents to extend the offer to ALT need to be drafted for June 24th deadline.

Richard Sayer said that he talked with ALT and confirmed that they were behind on 2 months of interest payments (50% of interest cost on construction loan equal to \$1440 per month) and that ALT was planning to pay the bill. Jennifer confirmed that a check was received for one month of interest from Chuck Allott, Director of ALT that day. Richard Sayer said a second check should be received by the end of the week.

The nature of ALT Problems as Richard Sayer reports:

- Problems with finalizing the purchase of the land are caused by the USDA rejecting the appraisal on land; also rejecting the type of appraiser
- Young property: the appraisal is lower than the original amount
- Gibbs property: w/easement did not come up to 1M value
- ALT Board is very invested in deal going through; The ALT Board feels "this deal is too big to fail"
- Chuck Allott is working on validating the appraisal; Rich Sayer "Does not know the delta"

Legal counsel suggested the following considerations and issues for Vestry and Trustees to review:

- "Keep leash very short" in terms of extensions; establish a target that the ALT can meet
- Release remaining money from escrow account in the amount of \$52,000; 2K is interest (this would be the church's money if ALT decided not to proceed)
- Richard Sayer suggests that 3 contract conditions on keeping the escrow fund: Title problem, Environmental Concerns; and if church or trust refused to amend wording in the conservation easement related to one of the funders. Rich Sayer says these 3 conditions are complete; we could ask that these 3 conditions be excluded from the contract
- We control extension times; allow ALT to pursue next appraisal
- ALT continues to pay half of the interest; could ask for full interest
- ALT Has a 4 month period to close after USDA approval, we can ask for interest over this time

Further Discussion included:

- The Reverend Jennifer Pedrick reported that she met with Chuck Allott today and he said that the new appraisal is "substantially less" than the first appraisal
- The two floating acres that St. Mary's requested may be a hindrance and complicate the sale on the Sara Gibbs land; however the only purpose that the land can be used for is something to "further the Gospel", like a seminary or a Christian school
- Rich Sayer will talk with the ALT about taking responsibility for the Note

- What is back up plan if USDA does not come through with the funds? Are other funders such as the Town of Portsmouth and State of RI still able to contribute to the project if USDA pulls out??
- Jennifer Swider suggested we need a short term plan for working with the land trust and a Plan B to look at alternatives.

Paul Westrom made a motion/and Karen White seconded. SMC will provide a two-month extension to the ALT; **if** they continue to pay half the interest on the SMC note and **if** they continue to pay half the interest after they exercise the option to close on the property and that they **release** the remaining \$ 52K in the escrow account and they **remove** the three restrictions in the original contract. (Exclusions on the \$52K) conditions of contract.

Vestry authorizes the Rector, Senior and Junior Wardens to execute the extension. Harry Gustafson made the motion; Paul Westrom seconded it. (If terms are accepted, we need to know by Friday. If ALT does not accept the plan, vestry needs to talk directly with Chuck Allott.) Unanimous pass to the motion by the vestry. Amendment: add Christine Winslow as a signatory.

Linda Drummond suggested to Rich Sayer to relay to Chuck Allott that the vestry is putting together a plan B; and we would like the Land Trust to also put together a plan B and communicate it to us.

4) Rectors Report

The Reverend Jennifer Pedrick reviewed the Rectors report and noted that she would like a new process for planning vestry meetings. The process will include a meeting of the Wardens, Clerk and Treasurer with the Rector one week prior to the vestry meeting to create an agenda.

The Reverend Jennifer Pedrick made a motion that we commission the new members of the worship commission, at a Sunday service in the near future. Linda Drummond and Chris Winslow seconded the motion and there was unanimous agreement.

- 5) Congregational Development-Linda Drummond reported progress on the Staffing Solutions project. Job descriptions will be available on Wiki prior to next week's meeting.

Next week's meeting: Wednesday June 25th, 7PM

Meeting Agenda: Update on the ALT extension and finalize office restructure plan.
Note: Please write motions down & give them to the clerk for recording during the meeting.

Christine Cassels gave a short prayer. From Paul's letter ~Glory to God whose power, working in us, can do infinitely more than we can ask or imagine. Ephesians 3:20

The Reverend Jennifer Pedrick closed the meeting; the vestry adjourned at 9:37 PM.

Respectfully submitted,
Christine Cassels
Vestry Clerk

