

SYNOD COUNCIL MEMBERS

The Rev. Albert Ahlstrom 2012
Mr. William Anderson 2012
***The Rev. Edward Barnett** 2010
***The Rev. William Baum** 2012
The Rev. Rosalind Brathwaite 2012
***Mr. Robert Buescher, Treasurer** 2012
Ms. Hope Card 2010
Mr. Gerald Erikson 2010
Dcn Charles Germain 2010
Mr. Gene Hügel 2010
§Ms. Barbara Holm 2012
Ms. Barbara A. Johnson 2012
The Rev. Perry Kirschbaum 2010
***The Rev. James Krauser, Secretary** 2010
Dr. Earl Marsan 2010
Ms. Minerva Melendez 2010
The Rev. Annemarie Noto, PhD 2010
§Dcn. Robert Rainis 2012
§Mr. Brian Reardon 2012
***The Rev. Robert A. Rimbo, Bishop** 2014
The Rev. Robert Schoepflin, J.D. 2010
Ms. Janet Siry 2014
***Mr. Hans Vogel, AiM, Vice President** 2010
Ms. Renee Wicklund, Esq. 2010
§Mr. Jonathan Westerlund 2010

Ms. Grace Yukich 2012
Clergy Vacancy 2012

27 Voting members (one vacancy)
20 Present

AUXILLIARY MEMBERS

Pr. Leo Longan Conference of Deans
The Hon. Daniel Joy Lutheran Men in Mission
Ms. Marion Steadman Women of the ELCA

STAFF

Ms. Sarah Gioe
The Rev. Dr. Jack Horner
Pr. Kathleen Koran
Pr. Jonathan Linman
Mr. John Litke
The Rev. Dr. Gary Mills
Dcn. Gayle Ruege
Ms. Kathleen Schmidt

Bold=Present
*Members of Executive Committee
§Excused absence

Call to Order

Mr. Vogel called the meeting to order at 10:52am.

1. Adoption of Agenda

Additions: Discussion of a new task force for properties and a report on the Environment Committee
ADOPTED as amended.

2. Adoption of Minutes

20 October 2009

Correction to attendance list table Ms. Wicklund is not on Executive Committee, asterisk should be removed.

In ¶ 1 of

ACTION (SC09:10/02)

RESOLVED, That the Synod pursuant to Section ~~12.24~~ 13.24 of its constitution does hereby impose synodical administration over the property of SALEM to take charge and control of the property of SALEM and to hold, manage, and convey on behalf of the Synod, and it is further

In ¶ 3 of

ACTION (SC09:10/02)

RESOLVED, That the signature of any one of the Trustees acting to take charge and control of the property of SALEM and to hold, manage, and convey the property of SALEM on behalf of the Synod shall be binding upon ~~an~~ 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.

3. **Bishop's Report**

A. Comments of the Bishop

1. Conference Visits

Bishop reported that he has one more conference to go in his visitations. In the last visitation he heard many concerns about financial implication of crisis on specific congregations. In regard to the SW Brooklyn consultancy project, he wrote a letter requesting a progress report by February 1. A lot of energy and money has been poured into project, but some idea of where it will be going is necessary.

2. Synod Events (Latino Assembly)

Bp. Rimbo reported his attendance at the Latino assembly. He described it as a good experience and expressed his gratitude to Pr. Sanchez.

3. Companion Synods

- Romania (Congregation partnerships)

The bishop made brief comments about the work of Pastors Terri and Michael Church.

- Tanzania (February 2010 visit)

The upcoming visit will be largely made up of deacons from our synod.

4. Anti-Racism Training

Postponement of this part of the retreat was due to ELCA staff changes. Staff that were coming to do the training were let go mid-week. Bishop Rimbo affirmed his commitment to reschedule as soon as possible.

5. Black Pastors Group: Oct: Advent / Nov: Prince of Peace

In response to concerns raised and the June rally, Bishop Rimbo and Presiding Bishop Hanson met with number of Black Pastors. A smaller group was formed for on-going conversation. They met on November 12. Clearly the issues presented need to be addressed, he noted a danger in moving too quickly, but not expeditiously enough.

6. Seminary Visits: Oct: Trinity / Nov: LTSP

ELCA program of having bishops visit the various seminaries of the ELCA. Bishop Rimbo recently visited at both Trinity (Columbus) and LSTP. At Columbus he sensed anxiety in the community especially the students of the seminary about their future in light of the CWA actions and its impact on placement. The primary question for students, what do they say on their papers about where they stand on the ordination of partnered gay/lesbian clergy. The bishops urged students to simply tell the truth.

He said that there seemed to be less at Philadelphia, perhaps because his time there was several weeks later.

7. Bishop Rimbo responded to questions about the SW Brooklyn Conference.

He said that Salem Swedish is closing, this had been a decision of the congregation affirmed by the Synod Council.

He said there have been continuing and prolonged conversations with Salam Arabic about the prospect for their ongoing ministry.

He said that Zion, Brooklyn was a situation that had been unresolved for too long as the building in poor condition and the pastor owed back salary.

He noted that pastors need to be more upfront with synod when salaries are well-below guidelines.

He said that the status for Our Saviour is the most vague. It has a school. Here the pastor's salary is also well below guidelines.

Overall he reported that \$160,000-180,000 is owed to pastors in back salary.

Bishop Rimbo has tried to reassure congregations that he will support them as far as he is able in their time of crisis but that cannot necessarily mean that he (the synod) will pay their bills. The council discussed these matters for some time.

B. Calls, Appointments, etc.
Considered en bloc

ADOPTED.

ACTION SC09:11/01

APPOINTMENT of Ms. Cassandra Wilson: Candidacy Committee Member
St. Luke's Times Square. 3yrs. Effective immediately

ACTION SC09:11/02

CALL extended to the Rev. Rhonda Hoehn: Int. Interim Pastor, St. Paul's, New City
(effective 12/1/09 – 1/31/2012)

ACTION SC09:11/03

CALL extended to the Rev. Perucy Butiku: Int. Interim Pastor, New Hope, Valley Stream
(effective 12/1/09 – 11/30/2011)

ACTION SC09:11/04

CALL extended to the Rev. Jeanne Warfield: Int. Interim Pastor, Grace, Forest Hills
(effective 11/29) one year

ACTION SC09:11/05

Dcn. Kamy Moghbeli: Financial Management Committee, 3 yrs. Effective immediately

ACTION SC09:11/06

APPOINTMENTS to the MNYS Outreach Committee

Rev. Edward Barnett	Rev. Richard Mueller
Rev. Mary Lou Baumgartner	Rev. Paul Nordeen
Ms. Cynthia Chambers	Mr. Brian Reardon
Rev. Jack Horner (staff)	Ms. Anita Williams
Rev. John Bakke	

Additional persons will be sought.

A schedule staggering terms will have to be worked out.

C. Congregation Council Consultations

• Advent, Elmont

Renee Wicklund, VP Vogel and Bishop Rimbo reported on their visit with the congregation's leadership and others

Ms. Wicklund observed that the decision seemed pastor driven. People expressed passion but seemed to be following lead of the pastor. She observed that key phrases were repeated, but seemed not the language of ordinary lay people. She said that she was surprised by the cordiality of the members giving the pastor's stress on their "discomfort" with the ELCA.

Some of the responses indicated that the grievances of the congregation with the synod were not related so much to the CWA decision but accumulated grievances. There was expressed by congregations an emphasis on "marching in same direction." When asked if their personal relationship with Christ affected by the conflict with the synod/ELCA, the answer was "No." Bishop Rimbo pointed out that the "theological language" Renee mentioned reflected language in our response to Holy Trinity New Rochelle.

• St. James, Stewart Manor

Pr. Annmarie Noto and Pr. Edward Barnett went with Bp. Rimbo to meet with St. James. Pr. Noto affirmed that the people were welcoming. Two persons were spokespersons. One woman spoke from a prepared written statement. Here also the concerns went back to past grievance of lack of care by synod. Some of these comments indicated a lack of knowledge of constitutions and church life and procedures. On an emotional level the brief "official statement" expressed a sense of fear and discomfort meant that they "cannot be a part of this church."

Pr. Barnett noted that he believe that this is basically a good congregation. The people are anxious to be Christian. He too noted their respect and manners.

He felt people in some ways were "open to instruction" but had been at times inadequately

informed, questions raised about they synod should have been able to be answered by pastor. He said that their education was incomplete with regard to church
Despite concern over the synod being “distant” it was noted that the congregations had deliberate self-excluded themselves from ministerium and synod assembly.
It was reported in answer to a question that at Advent there was only one dissenting vote on the resolution to leave the ELCA; at St. James the vote was 38 yea, 11 no.
The ensuing discussion led to a decision to invite both groups to the December 15 meeting of the synod council, one a 6pm one at 7pm to be held at New Hope, Valley Stream if feasible.

Recess for lunch. Resumed at 1:00pm

4. Financial Report (Treasurer’s Report)

Mr. Buescher reviewed his prepared charts.

Mr. Buescher also addressed himself to concerns about moving synod offices to a synod property recently raised in several emails. He shared a chart with some projections of several alternatives.

5. Constitutions

- St. Paul’s, E. Northport
 - Grace, Forest Hills
 - Holy Redeemer, Brooklyn
- No conflicts.

6. Old Business

A. Resolution: Bethany, Brooklyn parsonage

The prior action was revisited because of the need to refer to the property under a different title.

Total Council Members	26	Total Present at Meeting	20
Total in Favor	18	Total Against	1

ADOPTED

ACTION SC09:11/07

Whereas, BETHANY LUTHERAN CHURCH (“BETHANY”) located at 1037 72nd Street, Brooklyn, New York, was a congregation of the Evangelical Lutheran Church in America (ELCA) rostered with the Metropolitan New York Synod of the Evangelical Lutheran Church in America (“Synod”); and

Whereas, a resolution pursuant to Section 13.24 of the Constitution of the Synod to apply synodical administration was duly adopted by this Synod Council on June 18, 2008; and

Whereas, the Synod applied for and received an Order of the Supreme Court of the State of New York, County of New York (Index No. 08/111693) dated August 29, 2008, to transfer from BETHANY title to premises known as and by street numbers 1037 72nd Street, Brooklyn, New York (Block 5903, Lot 66 and 69) and 1017 84th Street, Brooklyn, New York (Block 6022, Lot 70), after obtaining the requisite Attorney General consent. Thereafter, deeds of transfer were executed and filed with the New York City Register’s Office of Kings County completing such transfers of title to the Synod of premises known as and by street numbers 1037 72nd Street, Brooklyn, New York (Block 5903, Lot 66 and 69) and 1017 84th Street, Brooklyn, New York (Block 6022, Lot 70); and

Whereas, the Synod, after taking title to both of the aforesaid parcels, determined that it was in the best interest of the Synod for the purposes of holding title to such parcels and to insulate itself from liability and other purposes convey said parcels to separate limited liability companies in which the Synod would be and remain the sole member and manager thereof; and

Whereas, in furtherance of such purpose, the Synod formed METRO SYNOD-BETHANY LLC, a limited liability company organized under the laws of the State of New York, in which the Synod has and continues to be the sole member and manager. The Synod has conveyed, to said METRO SYNOD-BETHANY LLC, title to premises known as and by 1017 84th Street, Brooklyn, New York (Block 6022 Lot 70), and has applied for and obtained tax exempt status for real estate and related tax purposes. As a single member METRO SYNOD-BETHANY LLC does not file separate tax returns. No other assets have been placed in such METRO SYNOD-BETHANY LLC and such entity has no liabilities. The sole purpose of METRO SYNOD-BETHANY LLC was and shall continue to be to hold, manage, and convey title to the aforesaid parcel of real

- estate for, on behalf of, and at the direction and convenience of the Synod; and
- Whereas*, in furtherance of such purpose, the Synod formed METRO SYNOD-LEDS LLC a limited liability company organized under the laws of the State of New York, in which the Synod has and continues to be the sole member and manager. The Synod has conveyed, to such METRO SYNOD-LEDS LLC, title to premises known as and by 1037 72nd Street, Brooklyn, New York (Block 5903 lots 66 and 69) and has applied for and obtained tax exempt status for real estate and related tax purposes. As a single member METRO SYNOD-LEDS LLC does not file separate tax returns. No other assets have been placed in such METRO SYNOD-LEDS LLC and such entity has no liabilities. The sole purpose of METRO SYNOD-LEDS LLC was and shall continue to be to hold, manage, and convey title to the aforesaid parcels of real estate for, on behalf of, and at the direction and convenience of the Synod; and
- Whereas*, the ratification by the Synod Council of such transfer of the aforesaid premises known as and by 1017 84th Street, Brooklyn, New York (Block 6022 Lot 70), from the Synod to METRO SYNOD-BETHANY LLC is required as well as the approval of the Attorney General and the Supreme Court of the State of New York in order to comply with Section 12.1 of the Religious Corporation Law; and
- Whereas*, the ratification by the Synod Council of such transfer of the aforesaid premises known as and by 1037 72nd Street, Brooklyn, New York (Block 5903 lots 66 and 69), from the Synod to METRO SYNOD-LEDS LLC is required as well as the approval of the Attorney General and the Supreme Court of the State of New York in order to comply with Section 12.1 of the Religious Corporation Law ; and
- Whereas*, the aforesaid premises known as and by 1017 84th Street, Brooklyn, New York (Block 6022 Lot 70) (“Property”) is surplus property and is not needed by the Synod in conducting the mission and ministry services it provides to the member congregations of the EVANGELICAL LUTHERAN CHURCH IN AMERICA in the New York Metropolitan area; and
- Whereas*, the Synod having determined to sell the Property, an appraisal of the Property was performed reflecting a fair market value for the Property of \$675,000.00 in its present “as is” condition; and
- Whereas*, having listed the Property for sale, and having received a number of offers, and the best and most compelling offer having been received from PIETRO A. MODENA and ROSA MODENA, husband and wife, (sometimes referred to as “MODENA”) in the amount of Seven Hundred Thousand (\$700,000.00) Dollars, based on the terms and conditions contained in the Agreement of Purchase and Sale annexed hereto; and
- Whereas*, the Synod Council having undertaken to consider whether the sale of the Property to MODENA based on the terms and conditions contained in the Agreement of Purchase and Sale is in the best interests of the Synod; and
- Whereas*, upon due consideration, the Synod Council having determined that it is in the best interests of the Synod to sell the Property to MODENA based on the terms and conditions contained in the Agreement of Purchase and Sale, the terms of which are fair and reasonable and in the best interests of the Synod; NOW THEREFORE, be it
- RESOLVED**, that based upon the facts recited above and 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 Council hereby ratifies the transfer of title from the Synod to METRO SYNOD-BETHANY LLC, a single member Limited Liability Company organized under the laws of the State of New York, of the real property known and designated as and by street address 1017 84th Street, Brooklyn, New York (Block 6022, Lot 70), and for METRO SYNOD-BETHANY LLC to hold, manage, and convey on behalf of and at the direction and convenience of its sole member and manager, the METROPOLITAN NEW YORK SYNOD OF THE EVANGELICAL LUTHERAN CHURCH IN AMERICA; and be it further
- RESOLVED**, that any one of the Officers of the METROPOLITAN NEW YORK SYNOD OF THE EVANGELICAL LUTHERAN CHURCH IN AMERICA, acting on behalf of the METROPOLITAN NEW YORK SYNOD OF THE EVANGELICAL LUTHERAN CHURCH IN AMERICA and as the sole member and Manager of METRO SYNOD-BETHANY LLC be and hereby are authorized, empowered and directed on behalf of the METROPOLITAN NEW YORK SYNOD OF THE EVANGELICAL LUTHERAN CHURCH IN AMERICA and on behalf of METRO SYNOD-BETHANY LLC to sign, verify and cause to be filed such Petition as may be required by law to obtain the *nunc pro tunc* approval of such transfer and ratification thereof, by the Supreme Court of the State of New York and the consent of the Attorney General of the State of New York, and be it further
- RESOLVED**, that based upon the facts recited above and 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 Council hereby ratifies the transfer of title from the Synod to METRO SYNOD-LEDS LLC , a single

member Limited Liability Company organized under the laws of the State of New York, of the real property known and designated as and by street address 1037 72nd Street, Brooklyn, New York (Block 5903 lots 66 and 69), for METRO SYNOD-LEDS LLC to hold, manage, and convey on behalf of and at the direction and convenience of its sole member and manager, the Synod, and be it further

RESOLVED, that any one of the Officers of the METROPOLITAN NEW YORK SYNOD OF THE EVANGELICAL LUTHERAN CHURCH IN AMERICA, acting on behalf of the METROPOLITAN NEW YORK SYNOD OF THE EVANGELICAL LUTHERAN CHURCH IN AMERICA and as the sole member and Manager of METRO SYNOD-LEDS LLC be and hereby are authorized, empowered and directed on behalf of the METROPOLITAN NEW YORK SYNOD OF THE EVANGELICAL LUTHERAN CHURCH IN AMERICA and on behalf of METRO SYNOD-LEDS LLC to sign, verify and cause to be filed such Petition as may be required by law to obtain the *nunc pro tunc* approval of such transfers and ratification thereof, by the Supreme Court of the State of New York and the consent of the Attorney General of the State of New York, and be it further

RESOLVED, that the actions taken by any of the officers of the METROPOLITAN NEW YORK SYNOD OF THE EVANGELICAL LUTHERAN CHURCH IN AMERICA, acting on behalf of the METROPOLITAN NEW YORK SYNOD OF THE EVANGELICAL LUTHERAN CHURCH IN AMERICA are hereby ratified as to the execution, acknowledgement and deliverance of Deeds of Conveyance and all such other documents required to transfer or otherwise confirm ownership of the real properties known and designated as and by street numbers (i) 1037 72nd Street, Brooklyn, New York (Block 5903, Lot 66 and 69) to METRO SYNOD-LEDS LLC and (ii) 1017 84th Street, Brooklyn, New York (Block 6022, Lot 70) to METRO SYNOD-BETHANY LLC, and as to all actions conducted on advise of Capell Barnett Matalon & Schoenfeld LLP, Counsel to the METROPOLITAN NEW YORK SYNOD OF THE EVANGELICAL LUTHERAN CHURCH IN AMERICA, as deemed reasonable, necessary, proper or convenient in order that said transfers be effectuated are further ratified, and that the officers of the METROPOLITAN NEW YORK SYNOD OF THE EVANGELICAL LUTHERAN CHURCH IN AMERICA, each and any of them, acting on behalf of the METROPOLITAN NEW YORK SYNOD OF THE EVANGELICAL LUTHERAN CHURCH IN AMERICA, pay all such customary and/or required costs and fees relating to the transfer and/or ratification of the transfer of such parcels of real estate and for such other and further relief as the Court may deem just and proper.

RESOLVED, that the certain written Agreement of Purchase and Sale between METRO SYNOD-BETHANY LLC, as Seller, and PIETRO A. MODENA and ROSE MODENA, as Purchaser, for the sale of the real property known as and by street address 1017 84th Road, Brooklyn, New York, in consideration of the sales price of \$700,000.00 to be paid by the Purchaser be, and the same is hereby authorized, approved, ratified and adopted by the Synod Council as the binding act and deed of the METROPOLITAN NEW YORK SYNOD OF THE EVANGELICAL LUTHERAN CHURCH IN AMERICA as the sole member and manager of METRO SYNOD-BETHANY LLC; and it is further,

RESOLVED, that METRO SYNOD-BETHANY LLC upon closing of title and out of then proceeds of sale pay to Remax Team its brokerage commission of \$28,000, and it is further,

RESOLVED, that the Officers of the METROPOLITAN NEW YORK SYNOD OF THE EVANGELICAL LUTHERAN CHURCH IN AMERICA, acting on behalf of the METROPOLITAN NEW YORK SYNOD OF THE EVANGELICAL LUTHERAN CHURCH IN AMERICA and as the sole member and Manager of METRO SYNOD-BETHANY LLC., be and hereby are authorized, empowered and directed to sign, verify and cause to be filed such Petition as may be required by law to obtain the approval of such sale by the Courts of the State of New York and the Attorney General of the State of New York; 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, brokerage, 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 such Agreement of

Purchase and Sale be fulfilled and the transactions contemplated therein be effectuated; and it is further

RESOLVED, that METRO SYNOD-BETHANY LLC, and each and every officer of the Synod, and the Synod as sole member and manager of METRO SYNOD-BETHANY LLC be, and they hereby are authorized, empowered and directed to utilize the net proceeds from the sale of the Property, after payment of the customary and/or required closing costs, transfer taxes, attorney and other professional fees relating to the sale, 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.

B. Resolution: Good Shepherd, Bayside parsonage

This action of previous meeting was put before the council because of ruling on the abstention by the NY Attorney General's Office.

Total Council Members	26	Total Present at Meeting	20
Total in Favor	17	Total Against	2

ADOPTED

ACTION SC09:11/08

RESOLVED, That the certain written Agreement of Purchase and Sale between 202-16 23rd Avenue LLC, as Seller, and Renaldo Diaz as Purchaser, for the sale of the real property known as and by street address 202-16 23rd Avenue, Bayside New York, in consideration of the sales price of \$600,000.00 to be paid by the Purchaser be, and the same is hereby authorized, approved, ratified and adopted by the Synod Council as the binding act and deed of the Metropolitan New York Synod of the Evangelical Lutheran Church in America as the sole member and manager of 202-16 23rd Avenue LLC; and it is further

RESOLVED, That 202-16 23rd Avenue LLC upon closing of title and out of then proceeds of sale pay to Remax Team its brokerage commission of \$24,000, and it is further

RESOLVED, That the Officers of the Metropolitan New York Synod of the Evangelical Lutheran Church in America, acting on behalf of the Metropolitan New York Synod of the Evangelical Lutheran Church in America and on behalf of 202-16 23rd Avenue LLC, to sign, verify and cause to be filed such Petition as may be required by law to obtain the approval of such sale by the Courts of the State of New York and the Attorney General of the State of New York and , in the even that such approvals, shall be obtained, to thereafter execute, acknowledge and deliver a Deed of Conveyance and all such other documents as my be required to convey title to the Property, and to pay all customary and/or required closing costs, transfer taxes, brokerage, 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 such Agreement of Purchase and Sale be fulfilled and the transactions contemplated therein be effectuated; and it is further

RESOLVED, That 202-16 23rd Avenue LLC, and each and every officer of the Synod, and the Synod a sole member and manage of 202-16 23rd Avenue LLC be, and they hereby are authorized, empowered and directed to utilize the net proceeds from the sale of the Property, after payment of the customary and/or required closing costs, transfer taxes, attorney and other professional fees relating to the sale, 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.

C. Holy Trinity, New Rochelle (response to SC action)

A communication from the congregation was discussed. Various suggestions for continued contact were suggested. Bishop Rimbo will send a brief letter.

D. Election of SC clergy vacancy (Replacing Pr. Jack Horner)

Nominees

Pr Fred McElderry

Pr. Paul Milholland*

ELECTED: Pr. Milholland to the synod council, to serve until the next election.

ACTION SC09:11/09

E. Southwest Brooklyn Administration Resolution

Southwest Brooklyn Administration Resolution

RESOLVED, That the temporary synodical administration [S13.25] for the congregations of Salam Arabic, Our Saviour's, and Zion (all in Brooklyn) accepted by the synod council in June 2009 [SC9:6/5, 9:6/6, 9:6/7] is ended and full administrative authority restored to the congregations; and be it further

RESOLVED, That the trustees appointed to oversee the affairs of those congregations are released from their obligations, with thanks.

ADOPTED

ACTION SC09:11/10

RESOLVED, That the temporary synodical administration [S13.25] for the congregations of Salam Arabic, Our Saviour's, and Zion (all in Brooklyn) accepted by the synod council in June 2009 [SC9:6/5, 9:6/6, 9:6/7] is ended and full administrative authority restored to the congregations; and be it further

RESOLVED, That the trustees appointed to oversee the affairs of those congregations are released from their obligations, with thanks.

7. New Business

A. Synod Council schedule (w/additional dates)

December 15, 2009 Executive Committee 2pm; Synod Council 5pm

January 11, 2010 Executive Committee 2pm

January 19, 2010 Synod Council 5pm

February 2, 2010 Executive Committee 2pm

February 16, 2010 Synod Council 5pm

March 2, 2010 Executive Committee 2pm

March 16, 2010 Synod Council 5pm

April 20, 2010 Executive Committee 2pm

April 24, 2010 Synod Council 9:30am [Saturday meeting]

May 2010 **NO Meetings** - Synod Assembly

June 1, 2010 Executive Committee 2pm

June 15, 2010 Synod Council 5pm

July 2010 **NO Meetings**

August 2010 **NO Meetings**

September 1, 2010 Executive Committee 2pm

September 11, 2010 Synod Council 9:30am [Saturday meeting]

October 12, 2010 Executive Committee 2pm

October 19, 2010 Synod Council 5pm

November 2, 2010 Executive Committee 2pm

November 5-6, 2010 Synod Council Retreat

November 30, 2010 Executive Committee 2pm

December 14, 2010 Synod Council 5pm

B. Exempted Housing Allowances

ADOPTED

ACTION SC09:11/11

Bp. Robert Rimbo	49,500.00	Pr. Gary Mills	59,660.00
Pr. Roberto Arias	30,000.00	Pr. Michael Church	3,000.00
Pr. Kathleen Koran	40,000.00	Pr. Terri Church	3,000.00
Pr. Jonathan Linman	36,000.00		

C. Trexler Grant: Rev. Timothy Kennedy

Grant of \$1,000 to journey to Spain, Morocco and Israel for intentional meetings with Christians and Muslims to explore responses to American foreign policy in terms of the Muslim world, and how this police relates to prospects for peace in the Middle East.

ADOPTED

ACTION SC09:11/12

D. Cash Flow Task Force resolutions (3) to Synod Council

Ms. Schmidt reviewed the first recommended resolution.

CFTF Resolution 1

Whereas, the Synod Council has continued the activities of its Cash Flow Task Force, and

Whereas, the Council has authorized various actions resulting from the Task Force's efforts in its resolutions of September 19, 2009 and October 20, 2009, and

Whereas, the Task Force has continued to meet and has determined that, even assuming all authorized actions are successfully completed, the cash position remains critical, it is therefore proposing certain spending requirements related to expenditures for fiscal year 2010.

RESOLVED, that the Synod Council authorize the staff to propose Partnership Grants for fiscal year 2010 of no more than \$200,000.

RESOLVED, that the Synod Council authorize payments for Education Grants for fiscal year 2010:
Lutheran Ministries in Higher Education - \$43,370

Lutheran Theological Seminary in Philadelphia - \$65,000; and if the Task Force and the Treasurer agree that the financial condition of the Synod is improved sufficiently by the fourth quarter of fiscal year 2010, pay the amount withheld from fiscal year 2009 of \$15,500.

RESOLVED, that the Synod Council authorize payments for Mission Support Grants for fiscal year 2010:
Mission Oceanside - continue payments of \$2,000 per month.

Mission Zion, Manhattan - continue payments of \$2,083.33 per month (and other amounts covered under separate contract)

Mission Grace, Astoria - commit to cover up to \$25,000 for the year.

RESOLVED, that the Synod Council authorize a payment for the Mission Support Grant for fiscal year 2010:

Mission Our Savior, Manhasset - continue to match their fundraising up to \$60,000 for the year.

Pr. Linman asked that there be a decision reached regarding the Student Christian Center at New Paltz.

To approve recommendations in first resolution

ADOPTED

In response to a point of order regarding the scope of the previous vote, Pr. Baum moved to reconsider. Second.

ADOPTED

Pr. Barnett made a motion to amend by removing fourth resolve, concerning funding for Our Savior, Manhasset. Pr. Barnett spoke to his motion. Brief discussion was held.

On the Barnett amendment to strike
FAILED.

A question asked about the impact of the resolution on Grace, Astoria. Bishop Rimbo reported a conversation with Pr. Klockau.

ADOPTED

ACTION SC09:11/13

RESOLVED, that the Synod Council authorize the staff to propose Partnership Grants for fiscal year 2010 of no more than \$200,000.

RESOLVED, that the Synod Council authorize payments for Education Grants for fiscal year 2010: Lutheran Ministries in Higher Education - \$43,370
Lutheran Theological Seminary in Philadelphia - \$65,000; and if the Task Force and the Treasurer agree that the financial condition of the Synod is improved sufficiently by the fourth quarter of fiscal year 2010, pay the amount withheld from fiscal year 2009 of \$15,500.

RESOLVED, that the Synod Council authorize payments for Mission Support Grants for fiscal year 2010:

Mission Oceanside - continue payments of \$2,000 per month.

Mission Zion, Manhattan - continue payments of \$2,083.33 per month (and other amounts covered under separate contract)

Mission Grace, Astoria - commit to cover up to \$25,000 for the year.

RESOLVED, that the Synod Council authorize a payment for the Mission Support Grant for fiscal year 2010:

Mission Our Savior, Manhasset - continue to match their fundraising up to \$60,000 for the year.

CFTF Resolution 2

Ms. Schmidt presented the second resolution. The question was put to the council.

ADOPTED

ACTION SC09:11/14

Whereas, the Synod Council has continued the activities of its Cash Flow Task Force, and

Whereas, the Council has authorized various actions resulting from the Task Force's efforts in its resolutions of September 19, 2009 and October 20, 2009, and

Whereas, the Task Force has continued to meet and has determined that, even assuming all authorized actions are successfully completed, the cash position remains critical, it is therefore proposing certain spending requirements related to expenditures for fiscal year 2010.

RESOLVED, that the Synod Council authorize payments for fiscal year 2010 for expenses related to Properties under Management or Congregations under Synodical Administration*; that these payments be limited to basic maintenance, utilities, insurance, etc., and that payments not be made for major improvements or repair unless cited with building code violations or as may be required at time of sale.

CFTF Resolution 3

The resolution was presented. A short discussion was held.

ADOPTED

ACTION SC09:11/15

Whereas, the Cash Flow Task Force had reviewed a policy of quickly securing deeds and liquidating assets that come to the Synod after application of permanent Synodical Administration, and

Whereas, the ELCA general counsel has repeatedly encouraged us to do so, and

Whereas, the Task Force has noted that holding properties for speculation or leasing at under commercial rates has resulted in large financial loss and often caused ill feelings, and

RESOLVED, that the general policy of the synod is to act expeditiously to sell excess properties

under its ownership.

- E.** 2010 Synod Assembly Registration Fee.
Proposed at \$175, no change from previous year, includes meals.

ADOPTED

ACTION SC09:11/16

Motion to set registration fee for 2010 Synod Assembly at \$175

- F.** Resolution: St. Peter's, Brooklyn parsonage
A motion to accept an offer \$550,000 for the former parsonage was put before the council. It was noted that the building would need at least \$700,000 to be useful to us.

Total Council Members	26	Total Present at Meeting	20
Total in Favor	19	Total Against	0

ADOPTED

ACTION SC09:11/17

Whereas, the ratification by the Synod Council of such transfer of premises 1004 Bedford Avenue, Brooklyn, New York (Block 1942, Lot 29) from the Synod to METRO SYNOD-ST PETERS BROOKLYN LLC is required as well as the consent of the Attorney General and the approval by the Supreme Court of the State of New York in order to comply with Section 12.1 of the Religious Corporation Law of the State of New York; and WHEREAS, the Property is surplus property and is not needed by the Synod in conducting the mission and ministry services it provides to the member congregations of the EVANGELICAL LUTHERAN CHURCH IN AMERICA in the New York Metropolitan area; and

Whereas, the Synod having determined to sell the Property, an appraisal of the Property was performed reflecting a fair market value for the Property of \$550,000 in its present "as is" condition; and

Whereas, having listed the Property for sale, and having received a number of offers, and the best and most compelling offer having been received from 1004 Management LLC sometimes referred to as "Purchaser") in the amount of FIVE HUNDRED FIFTY THOUSAND (\$550,000) DOLLARS, based on the terms and conditions contained in the proposed Agreement of Purchase and Sale annexed hereto; and

Whereas, the Synod Council having undertaken to consider whether the sale of the Property to Purchaser based on the terms and conditions contained in the Agreement of Purchase and Sale is in the best interests of the Synod; and

Whereas, upon due consideration, the Synod Council having determined that it is in the best interests of the Synod to sell the Property to Purchaser based on the terms and conditions contained in the proposed Agreement of Purchase and Sale, the terms of which are fair and reasonable and in the best interests of the Synod and to pay to Remax Team its commission of \$22,000.00;

RESOLVED, that based upon the facts recited above and 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 Council hereby ratifies the transfer of title from the METROPOLITAN NEW YORK SYNOD OF THE EVANGELICAL LUTHERAN CHURCH IN AMERICA to METRO SYNOD-ST PETERS BROOKLYN LLC, a single member limited liability company organized under the laws of the State of New York, of the real property known and designated as and by street number 1004 Bedford Avenue, Brooklyn, New York (Block 1942, Lot 29) and for METRO SYNOD-ST PETERS BROOKLYN LLC to hold, manage, and convey on behalf of and at the direction and convenience of its sole member and manager, the METROPOLITAN NEW YORK SYNOD OF THE EVANGELICAL LUTHERAN CHURCH IN AMERICA; and be it further

RESOLVED, that any one of the Officers of the METROPOLITAN NEW YORK SYNOD OF THE EVANGELICAL LUTHERAN CHURCH IN AMERICA, acting on behalf of the METROPOLITAN NEW YORK SYNOD OF THE EVANGELICAL LUTHERAN CHURCH IN AMERICA and as the sole member and manager of METRO SYNOD-ST PETERS BROOKLYN LLC be and hereby are authorized, empowered and directed on behalf of the METROPOLITAN NEW YORK SYNOD OF THE EVANGELICAL LUTHERAN CHURCH IN AMERICA and on behalf of METRO SYNOD-ST PETERS

BROOKLYN LLC to sign, verify and cause to be filed such Petition as may be required by law to obtain the *nunc pro tunc* approval of such transfer by the Supreme Court of the State of New York and the consent of the Attorney General of the State of New York; and be it further

***RESOLVED*, that the actions taken by any of the officers of the METROPOLITAN NEW YORK SYNOD OF THE EVANGELICAL LUTHERAN CHURCH IN AMERICA, acting on behalf of the METROPOLITAN NEW YORK SYNOD OF THE EVANGELICAL LUTHERAN CHURCH IN AMERICA are hereby ratified as to the execution, acknowledgment and deliverance of a Deed of Conveyance and all such other documents required to transfer or otherwise confirm ownership of the real property known and designated as 1004 Bedford Avenue, Brooklyn, New York (Block 1942, Lot 29) to METRO SYNOD-ST PETERS BROOKLYN LLC and as to all actions conducted on advise of Capell Barnett Matalon & Schoenfeld LLP, Counsel to the METROPOLITAN NEW YORK SYNOD OF THE EVANGELICAL LUTHERAN CHURCH IN AMERICA, as deemed reasonable, necessary, proper or convenient in order that said transfer be effectuated are further ratified, and that the officers of the METROPOLITAN NEW YORK SYNOD OF THE EVANGELICAL LUTHERAN CHURCH IN AMERICA, each and any of them, acting on behalf of the METROPOLITAN NEW YORK SYNOD OF THE EVANGELICAL LUTHERAN CHURCH IN AMERICA, pay all such customary and/or required costs and fees relating to the transfer and/or ratification of the transfer of such parcel of real estate and**

***RESOLVED*, that the certain proposed written Agreement of Purchase and Sale between METRO SYNOD-ST PETERS BROOKLYN LLC, as Seller, and 1004 Management LLC, as Purchaser, for the sale of the real property known as and by street address 1004 Bedford Avenue, Brooklyn, New York (Block 1942, Lot 29) in consideration of the sales price of \$550,000.00 to be paid by the Purchaser, be, and the same is hereby authorized, approved, ratified and adopted by the Synod Council as the binding act and deed of the METROPOLITAN NEW YORK SYNOD OF THE EVANGELICAL LUTHERAN CHURCH IN AMERICA as the sole member and manager of METRO SYNOD-ST PETERS BROOKLYN LLC; and it is further,**

***RESOLVED*, that METRO SYNOD-ST PETERS BROOKLYN LLC upon closing of title and out of then proceeds of sale pay to Remax Team its brokerage commission of \$22,000.00, and it is further,**

***RESOLVED*, that the Officers of the METROPOLITAN NEW YORK SYNOD OF THE EVANGELICAL LUTHERAN CHURCH IN AMERICA, acting on behalf of the METROPOLITAN NEW YORK SYNOD OF THE EVANGELICAL LUTHERAN CHURCH IN AMERICA and as the sole member and Manager of METRO SYNOD-ST PETERS BROOKLYN LLC, be and hereby are authorized, empowered and directed on behalf of the METROPOLITAN NEW YORK SYNOD OF THE EVANGELICAL LUTHERAN CHURCH IN AMERICA and on behalf of METRO SYNOD-ST PETERS BROOKLYN LLC to sign, verify and cause to be filed such Petition as may be required by law to obtain the approval of such sale by the Courts of the State of New York and the Attorney General of the State of New York; 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, brokerage, 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 such Agreement of Purchase and Sale be fulfilled and the transactions contemplated therein be effectuated; and it is further**

***RESOLVED*, that METRO SYNOD-ST PETERS BROOKLYN LLC, and each and every officer of the Synod, and the Synod as sole member and manager of METRO SYNOD-ST**

PETERS BROOKLYN LLC be, and they hereby are authorized, empowered and directed to utilize the net proceeds from the sale of the Property, after payment of the customary and/or required closing costs, transfer taxes, attorney and other professional fees relating to the sale, 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.

G. Task Force: Synod Office Space

A resolution to investigate alternative office space was introduced.

RESOLVED, That a task force on the location of the Synod Office Space consisting of no more than seven persons appointed by the bishop (with the agreement of the vice president) be formed, and be it further

RESOLVED, That this task force explore and develop options for consideration of the synod council taking into consideration the following criteria:

- 1) Possible use of space in an existing or former congregation of the synod;
- 2) Evaluation of the current location and reduction or sublease of space
- 3) Adequate office and work space for the synodical executive and support staff of up to 10 to 12 persons;
- 4) Adequate meeting space for groups, committees, etc., consisting of 6 to 35 persons;
- 5) Adequate parking or access to public transportation;
- 6) Compliance with ADA access standards or cost of remediation;
- 7) Estimated costs of rent or mortgage (amortization of relocation costs);
- 8) Estimated costs of security and maintenance.
- 9) Necessary climate control for protection of electronics and general comfort of staff;
- 10) Estimated travel times from various corners of the synod; and,

RESOLVED, That the task force shall report their progress by the end of the first quarter of 2010 and continue as requested by synod council for a period not to exceed one year.

Pr. Barnett offered two amendments to the second paragraph.

To add:

- 11) That the task force/group make due consideration of the symbolic and other factors associated with having the Synod Offices in or attached to a (MNYs) Church building.
- 12) That the task force/group recommendations be based on/take into account long range planning, i.e. ten, twenty and more years into the future; and,

On the Barnett amendments

Adopted

On the resolution as amended

ADOPTED

ACTION SC09:11/18

RESOLVED, That a task force on the location of the Synod Office Space consisting of no more than seven persons appointed by the bishop (with the agreement of the vice president) be formed, and be it further

RESOLVED, That this task force explore and develop options for consideration of the synod council taking into consideration the following criteria:

- 1) Possible use of space in an existing or former congregation of the synod;
- 2) Evaluation of the current location and reduction or sublease of space
- 3) Adequate office and work space for the synodical executive and support staff of up to 10 to 12 persons;
- 4) Adequate meeting space for groups, committees, etc., consisting of 6 to 35 persons;
- 5) Adequate parking or access to public transportation;

- 6) **Compliance with ADA access standards or cost of remediation;**
 - 7) **Estimated costs of rent or mortgage (amortization of relocation costs);**
 - 8) **Estimated costs of security and maintenance.**
 - 9) **Necessary climate control for protection of electronics and general comfort of staff;**
 - 10) **Estimated travel times from various corners of the synod;**
 - 11) **That the task force/group make due consideration of the symbolic and other factors associated with having the Synod Offices in or attached to a (MNYS) Church building.**
 - 12) **That the task force/group recommendations be based on/take into account long range planning, i.e. ten, twenty and more years into the future; and,**
- RESOLVED, That the task force shall report their progress by the end of the first quarter of 2010 and continue as requested by synod council for a period not to exceed one year.**

8. Other Reports

- Youth

Youth summit report distributed. It was noted that the December meeting listed cancelled. Dcn. Germain stressed the need to send youth to programs...esp Youth Extravaganza

Environmental Concerns.

Reporting for Ms. Yukich, Ms. Gioe that an audit had been taken of synod office on its environmental practices, and that the committee will be making statements of encouragement and suggestion for congregations regarding environmental stewardship.

Bishop Rimbo invited members to review the communications from St. Peter's Manhattan for discussion at the December meeting.

9. Closing Prayer and Adjournment

Meeting adjourned at 2:45pm. Pr. Linman offered concluding devotions.

The Rev. James G. Krauser, Secretary, MNYS