

## VESTRY – CHURCH OF THE INCARNATION

### Minutes: Regular Vestry Meeting – February 11, 2007

Reverend Lawrence called this meeting to order at 11:30 a.m. at the Westminster Woods Retreat Center. A quorum was present. Excused: M. Guilford, M. Keene. Absent: L. Benjamin. Also attending: Rev. Patricia Moore, Rev. Pamela Moore, Jennifer Foster.

This was the first regular meeting of the year after the election of the new Vestry Members. Reverend Lawrence announced that after prayer and careful consideration, he was appointing Michael Hickey to be the *Rector's Warden*.

The first order of business for the Vestry was the Election of Officers.

- Dave Mink, *Parish Warden*.  
[M-Fritz, 2-Cramer, Unan.]
- John Nykamp, *Treasurer*.  
[M-Miller, 2, Lancaster, Unan.]
- Patrick Lancaster, *Clerk*.  
[M-Nykamp, 2-Wager, Unan.]

MOTION: Moved that the ushers (two unrelated, rotating) are authorized to count cash offerings on Sunday mornings and that counters (two unrelated, rotating) are authorized to count cash and prepare the weekly deposit on the Monday following the service. [M-Nykamp, 2-Miller, Unan.]

MOTION: Moved that the four officers listed above (Michael Hickey, Dave Mink, John Nykamp, and Patrick Lancaster) are to be the authorized signers on the church bank accounts. All transactions require two signatures. [M-Nykamp, 2-Miller, Unan.]

Jennifer Foster next reported on the status of the parish's negotiations to purchase the vacant lot, known as 580 Mendocino Avenue, at the corner of Mendocino Avenue and Cherry Street. Highlights of her report:

- The parish's offer to purchase the lot had expired on December 31, 2006, and the seller at first stated that he was no longer interested in continuing negotiations with the parish. The process had gone on too long and he had other parties interested.
- After continued discussion, the seller agreed to continue negotiations. However, he was raising the sale price to \$175,000.00 (from \$165,000.00), and he was requiring a typical hold harmless clause as part of the sales contract.
- This was the seller's final offer. If the parish was not interested, he would pursue negotiations with other interested parties or take the property off the market.
- It was Jennifer Foster's recommendation that the parish accept the revised offer and purchase the property.

## Vestry Minutes, February 11, 2007

Reverend Lawrence read a statement from Margaret Guilford, dated February 8, 2007, opposing the purchase under the conditions being required by the seller. He also read a statement by David Jasper urging the purchase.

**Motion** was made and seconded reaffirming that the parish was committed to purchasing the property and authorizing Jennifer Foster, as representative of the parish, to communicate to the seller that the parish does agree to purchase with the hold harmless clause either for (1) \$175,000.00, with \$55,000.00 paid at time of purchase and \$60,000.00 on January 1, 2008 and \$60,000.00 on January 1, 2009, or (2) \$165,000.00 as a lump sum at time of purchase.

[M-Wager, 2-Mink]

Discussion: John Nykamp pointed out that the Bylaws, in Article VII, Section 5(h)b, Management of Funds, states that “i. ...a resolution to incur indebtedness must be adopted at a Regular or Special Meeting of the Vestry called for that purpose, at which not less than nine (9) therefore shall vote in favor thereof, and shall assent in writing thereto and sign the resolution upon the minutes. ii. ...such resolution must specify exactly ... if it relates to the sale or conveyance, the exact terms of the same.”

The motion was put to a vote, with the result that eight (8) members voted yes and two (2) voted no. It was the unanimous agreement of those present that all Vestry members who were available should have the opportunity to vote. Since L. Benjamin and M. Keene were potentially available via teleconferencing, it was decided to table the motion and suspend the meeting until 6:00 p.m., at which time it would reconvene via teleconferencing.

Reverend Lawrence suspended the meeting at 1:20 p.m. He reconvened the meeting at 6:00 p.m. in his office at the Church of the Incarnation. Present in person: M. Hickey, D. Mink, P. Lancaster. Also present: J. Foster. Present via teleconference: M. Asbo, L. Benjamin, J. Cramer, M. Keene, M. Landon, C. Miller, J. Nykamp.

J. Foster summarized the situation regarding the purchase of the property at 580 Mendocino Avenue. M. Hickey and D. Mink presented the argument in favor of the purchase and J. Nykamp presented the arguments opposed. At that point, Reverend Lawrence asked L. Benjamin and M. Keene to cast their vote. Both voted in favor of the purchase, making the final tally ten (10) votes in favor of the motion, two (2) votes in opposition, and one not voting. The motion was approved.

The meeting adjourned at 6:35 p.m. Next scheduled meeting is March 27 at 7:30 p.m.  
*[Postscript: Following this meeting, members agreed to meet on their usual 4<sup>th</sup> Tuesday for the month, February 27<sup>th</sup> at 7:30 p.m.]*

Prepared February 14, 2007 by Patrick Lancaster, Clerk.

**Addendum to the Vestry Minutes, February 11, 2007**

We, the below listed members of the Vestry of the of the Church of the Incarnation assent in writing to the following Resolution passed at the Regular Vestry Meeting on February 11, 2007:

**BE IT RESOLVED:** Church of the Incarnation is committed to purchasing the property and authorizes Jennifer Foster, as representative of the parish, to communicate to the seller that the parish agrees to purchase with the hold harmless clause either for (1) \$175,000.00, with \$55,000.00 paid at time of purchase, \$60,000.00 on January 1, 2008 and \$60,000.00 on January 1, 2009; or (2) \$165,000.00 as a lump sum at purchase.

[M-Wager, 2-Mink]

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Magnus Asbo

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February 11, 2007

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Leslie Benjamin

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February 11, 2007

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John Cramer

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February 11, 2007

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Michael Hickey

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February 11, 2007

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Maria Keene

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February 11, 2007

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Patrick Lancaster

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February 11, 2007

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Mark Landon

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February 11, 2007

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Clay Miller

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February 11, 2007

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David Mink

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February 11, 2007

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Maggie Wager

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February 11, 2007

Voting against this motion are J. Nykamp and W. Fritz.  
Not voting on this motion is M.Guilford.