

**Luther Place Congregational Meeting Minutes**  
**June 4, 2017**

In attendance: 42

Dan Corbett opened the meeting at 12:25 pm with a prayer.

I. Approval of December Congregational Meeting Minutes (12/4/16)

Patrick Callahan moved to accept the minutes with no corrections.

Second: Betsy Moutenay

Motion Carried.

II. Annual Report Review

1. Finance Report – Treasurer Kate Wulff provided a brief update on the finances, noting that finances are currently in good shape, but we don't expect it to last.

a) Dale McDaniel asked for more explanation as to why the current position may not continue, and Kate explained that we have had good luck with building repairs so far and that one family gave their offering for the entire year at the beginning of the year. Julie Hamre added that we adopted a budget with a \$95,000 budget, which will be hard to keep up.

b) Catherine Perry moved to accept the minutes with no corrections

Second: Candace Lilyquist

Motion Carried

2. Jackson highlighted several key sections of the Annual Report including: the staff highlights, the council report section, the Building Vision 2017 update, the Audit Committee report, an update on the N Street Village Covenant discussion, the board reports for both N Street Village and Lutheran Volunteer Corps, and the Vision update.

a) Cheryl Barnes shared that she is proud to be a member of the Luther Place family

III. New Connections Campaign

Jackson spoke a bit about the Metro DC Synod's New Connections Campaign, as well as an accompanying video featuring Luther Place.

IV. Church Council Nominations

1. Jackson recognized the three Council members whose terms are ending (Emily Hestness, Paul Ramshaw, and Christine Frye) and thanked them for their service.

2. Alex Adams, from the Engagement Team, introduced the nominees for new terms:

Einar Olson, Christiana Lundholm, Michael Wendt, Jackson Droney, and Candace Lilyquist

a) Dick Rortvedt requested clarification on term limits, as Jackson and Candace are both starting new terms. Jackson explained that they were both completing partial terms, which makes them eligible candidates.

b) Jackson opened the floor for nominations. None were presented.

c) Julie Hamre moved to accept the slate of nominees for Church Council.

2<sup>nd</sup>: Kate Wulff

Motion Carried

V. N Street Village – Land Use Covenant

1. Background: In 2013 Luther Place (LPMC) and N Street Village (NSV) acknowledged a mutual desire to return ownership of the land at 1333 N Street to LPMC in exchange for forgiveness of the \$2.1 million debt. At the February meeting, the congregation approved the following motion:

*I, Jackson Droney, move that the congregation of LPMC delegate its authority to make final decisions regarding the NSV property and debt to the Church Council provided this authority expires on June 30, 2016 and that the Church Council solicits recommendations from the existing lay committee working on these issues and notifies the congregation of all final decisions. Should any of the 4 priorities of LPMC*

**Luther Place Congregational Meeting Minutes**  
**June 4, 2017**

*not be met, Council will come back to the congregation for further discussion*

The 4 priorities noted in the motion are 1) Ensure the land at 1333 is used for affordable housing/social services long into the future. 2) Maintain a stake in decision-making authority over potential future sales of the land by NSV. 3) Ensure that any profits from an agreed future sale of the NSV land are equitably distributed between the parties. 4) In return for meeting these objectives, LPMC has been willing to forgive the \$2.1 million balance on loan LPMC provided to NSV many years ago.

2. Update: Jackson directed everyone to review the pink sheet, prepared by our attorney Micah Elazar, outlining the current key provisions relating to the ongoing discussion regarding the Covenant and Bylaws. At this meeting, the congregation is to focus on:
  - Covenant – The congregation has given the Council authority to accept or reject the Covenant without a vote. The Covenant, as it stands, addresses the four priorities LPMC highlighted.
  - Bylaws – NSV needs the congregation to accept potential changes to the Bylaws. During negotiations, NSV has requested that the Bylaws be amended to remove all LPMC representation on the NSV Board, including the Senior Pastor’s role on the Executive Committee. NSV is open to a side letter allowing the church to hold two of the board seats and for the past to remain as an “ex officio” member for three years. After those three years, NSV would have sole discretion in deciding whether to continue the agreement.
  - Church Proposal – In response to NSV’s request, the church has asked that a side letter allow church-related programs to continue at NSV, that current LPMC board member be allowed to serve the balance of their terms over the transitional period, and that NSV make a presentation to the congregation at the congregational meeting on June 4<sup>th</sup>. NSV has agreed to all of these points.
3. Questions/Comments:
  - Henry Bowdoin explained his history with NSV, as well as his participation in the recent negotiations. He supported accepting the Covenant and reducing the number of board seats to three plus the Pastor, but is not supportive of an agreement that removes all LPMC representation from the NSV Board. He also does not believe that the Covenant has been finalized enough for a vote today.
  - Peter Shield, Chair of the NSV Board noted that NSV truly treasures its relationship and history with LPMC. He shared that, back in 2013, their initial (and preferred) plan was to transfer the land back to LPMC and lease it, but that plan didn’t work for a number of reasons. He noted that simplifying the Bylaws has been a goal for a long time. The Bylaws require church approval and allow the church veto power for a number of things, which made sense when NSV was a younger and smaller organization, but don’t make sense now.
  - Gary Maring gave some of the background of the creation of NSV and expressed great admiration for both Henry Bowdoin and Peter Shields. He agrees with Henry that the Covenant might not be ready for a vote today, and feels it should go to Council for a vote.
  - Julie Hamre is proud of what N Street has become, and feels that our small congregation could never have gotten where it is today on our own. She feels that we need to have faith in NSV and its leaders. She is not concerned about giving up NSV seats on the board, as members with an interest can still participate. She feels that the use of the land should be our priority, and the Covenant assures that.
  - Dick Rortvedt highlighted the importance of N Street Village remaining a ministry and not just another social justice organization. Having LPMC members on the board will help ensure that faith remains a priority. We can trust the board now, but we don’t know what will happen in 90 years.
  - Paul Ramshaw asked Peter if it would be possible to remove the veto power from the Bylaws but not remove the board seats.  
Peter responded that the board sees it all as being connected. The board feels that now is the time to simplify the Bylaws.
  - Jackson expressed a sense that the congregation entrusted the Council to consider the Covenant. He suggested the congregation vote on the Bylaws, making ultimate approval contingent on the Covenant. If we consider the alternative put forth by Henry Bowdoin (retaining LPMC’s three board seats) we risk endangering the presented Covenant, which meets the four priorities required by the congregation.
  - Justin Holmes asked if, understanding that the Covenant is not yet completed, our independent counsel will review it and provide recommendations to the Council before they approve it.

**Luther Place Congregational Meeting Minutes**  
**June 4, 2017**

Jackson confirmed that our counsel would review.

-Cheryl Barnes asked for assistance in understanding the discussion.

Kate Wulff volunteered to explain.

-Dick requested explanation from Peter Shield and Schroeder Stribling as to why the LPMC board seats complicate the Bylaws and why it can't be resolved. Peter Shields explained that they do not see it as complicated, but the requirement simply does not make sense.

-Jackson affirmed that through the discussion process, both sides have accepted concessions.

Negotiations are now at a place where, with the exception of the board seat reduction, both sides are in agreement.

4. Henry Bowdoin moved to amend NSV's proposal to amend their Bylaws to retain LPMC's three board seats.

Second:

Yes – 5

No – 31

Motion Defeated.

5. Jackson Droney moved to accept N Street's proposal to amend the Bylaws.

Second:

Yes – 37

No – 3

Motion Carried.

6. Henry Bowdoin moved to amend the motion approved by the Congregation in December 2016 to extend the Church Council's authority to make a final decision on the matter from June 30, 2017 to December 30, 2017.

Second: Kate Wulff

Motion Carried

#### VI. Closing

Ann Hill closed the meeting with prayer.

Betsy Mountenay moved to adjourn.

Second: Patrick Callahan