

**Southern Ohio Synod – ELCA  
Special Telephone Synod Council Meeting  
November 16, 2019**

Call to Order: Ms. Marjorie Ellis, Vice President of Synod Council, called the Special Telephone Synod Council meeting to order at 10:00 AM.

Bishop Dillahunt offered prayer at the commencement of the meeting. Secretary Fischer took a voice roll call.

Roll Call

Members present: Rev. Matthew Byrd, Bp. Suzanne D. Dillahunt, Ms. Marjorie Ellis, Ms. Holly Fischer, Mr. Steve Goff, Ms. Jeni Gray, Mr. Roy Hart, Rev. Stephen Kimm, Mr. Kevin Pyle, Ms. Michelle Riesbeck, Ms. Cindy Schrader; Rev. Cheryl Siegenthaler, Rev. Dr. Kenneth R. Witt, Rev. Ralph Wolfe.

Members excused: Rev. Mark Combs, Mr. David Drumm, Mr. Richard Freudenberger, Ms. Laura Schmidt, Rev. Laura Leach-Shreffler, Ms. Kathie Skamfer, Mr. Doug Ware, Ms. Susan Wyckoff.

Members absent: Mr. Steven Schnittke, Ms. Carol Swank, Ms. Morgan Walker.

Ms. Fischer declared a quorum to exist with fourteen (14) members participating.

Also present on the telephone conference were members of the Finance Committee, Attorney Adam Barclay, Ian and Brian Lehner (real estate agents representing the Synod), and staff members Rev. Abrams, Rev. Kerrigan, and Ms. Barton-Nonno.

The Vice President requested the participants identify themselves prior to speaking.

The purpose of the meeting was to consider and take action upon offers to purchase the Synod real estate located at 300 S. 2<sup>nd</sup> Street, Columbus; and to ratify the Synod Council Finance Committee's recommendation to authorize the Bishop and/or Treasurer to be authorized in consultation with the Executive Committee and Finance Committee to negotiate a lease contract for new office space.

It was noted that Council members had received and reviewed three offers to purchase the real estate prior to the meeting. Brian Lehner began the discussion by explaining that the appraised value of the property according to the appraisal obtained by his firm is \$740,000.00. Mr. Lehner outlined the details of each offer. Offer 1, dated November 13, 2019, was made by NAI Ohio Equities/Scott Schiff in the amount of \$1,000,000.00, not subject to financing, with the right of the Seller to leaseback the space for up to six months post-closing at no cost. In addition, a verbal commitment was made to make a \$50,000 charitable donation to the Synod following closing. Offer 2, dated November 14, 2019, was made by Alterra Real Estate Advisors/Michael Rourke, in the amount of \$1,000,000.00. The offer does not include a leaseback clause (this could be negotiated post-closing in a separate agreement). The offer is subject to financing/lender approval;

an issue presented is that the appraised value obtained is less than the purchase price, meaning separate collateral may be required by the lender. The third offer, by Aspire Realty Services, dated October 28, 2019, is for \$920,000.00. Discussion ensued regarding the first two offers which are the most viable in terms of offered amount. Both offers expire November 19, 2019. Regarding Offer 1, Rev. Abrams asked how the verbal \$50,000.00 charitable donation commitment could be memorialized when the contract has an integration clause. Attorney Barclay indicated that the expectation is that upon signing the real estate purchase contract, a signed written pledge would be obtained.

Discussion occurred regarding the status of efforts to identify new Synod office space. Bishop Dillahunt shared that a space located at the Columbus I-71/Polaris interchange has been identified that would meet office/meeting space and parking needs. The space has been offered preliminarily for approximately \$10/square foot with periodic increases and a five-year term. The Finance Committee indicated this was a very reasonable rate.

A motion was made to call to question a vote upon the contract offers. **APPROVED (Kimm/Witt).**

A motion was made (**Witt/Byrd**) to approve the offer of NAI Ohio Equities/Scott Schiff to purchase the property located at 300 S. 2<sup>nd</sup> Street, Columbus in the amount of \$1,000,000.00 as set forth in the contract dated November 13, 2019.

Discussion ensued. It was moved (**Hart/Witt**) that the original motion be amended to stipulate that the offer to sell be contingent on buyer's acceptance of a clause prohibiting assignment of the contract prior to closing (**Witt** accepted the modification of his motion in so seconding).

Council members requested that the minutes reflect that the intent of the Synod in entering the contract is that the Buyer will in good faith honor Buyer's verbal commitment to donate \$50,000.00 to the Synod, and that that commitment will be memorialized by the Buyer's written pledge following execution of the contract.

**VOTED:**

**SC.19.11.1 To approve the offer of NAI Ohio Equities/Scott Schiff to purchase the property located at 300 S. 2<sup>nd</sup> Street, Columbus in the amount of \$1,000,000.00 as set forth in the contract dated November 13, 2019, contingent on Buyer's acceptance of a contract modification restricting Buyer's assignment of the contract. APPROVED (Witt/Byrd).**

**VOTED:**

**SC.19.11.2 To authorize Bishop Dillahunt and Synod Council Treasurer Pyle to sign the contract offered by NAI Ohio Equities/Scott Schiff for the sale of 300 S. 2<sup>nd</sup> Street, Columbus, contingent on Buyer's acceptance of the contract modification restricting assignment, and bind the Synod to sell the property. APPROVED (Wolfe/Schrader).**

**VOTED:** To ratify the recommendation of the Synod Council Finance Committee to  
**SC.19.11.3** authorize Bishop Dillahunt and Synod Treasurer Pyle, in consultation with the  
Synod Executive Committee and Finance Committee, to negotiate a lease  
contract for new office space for Synod staff, with lease execution subject to  
Council approval. **APPROVED** (Wolfe/Witt) (absent: Pr. Byrd).

The meeting was then adjourned by Vice President Ellis at 11:06 am.

Respectfully submitted,



Holly Fischer  
Synod Council Secretary