

**MINUTES  
OF A REGULAR MEETING OF  
THE VESTRY OF  
EPISCOPAL CHURCH OF ST. JOHN THE BAPTIST, APTOS, CALIFORNIA**  
a California nonprofit religious corporation

---

April 14, 2020

A regular meeting of the Vestry of Episcopal Church of St. John the Baptist, Aptos, California, a California nonprofit religious corporation (the “Parish”), was held via Zoom conference at 7:00 p.m. on Tuesday, April 14, 2020, pursuant to notice duly given.

ATTENDANCE

| Vestry Members <sup>(1)</sup>         | Present | Absent | Others Present                                     |
|---------------------------------------|---------|--------|--|
| The Rev. Tracy Wells Miller, Rector   | X       |        | Nelson Crandall, Treasurer and Clerk of the Vestry |
| Annie Henry (2022)                    | X       |        | Michael DeArmond, parishioner                      |
| Barbara Raney (2020)                  | X       |        | John Melvin, parishioner                           |
| Bart Coddington, Senior Warden (2021) | X       |        | Dee Roe, parishioner                               |
| Benjamin Davis (2021)                 | X       |        | Rick Becton, parishioner                           |
| Cara Lucchesi (2022)                  |         | X      |  |
| Chris Rowen (2022)                    | X       |        |  |
| Francis Bayaca (2021)                 | X       |        |  |
| Karen Greenleaf (2020)                | X       |        |  |
| Michael Hudson (2021)                 |         | X      |  |
| Nancy Shephard (2022)                 | X       |        |  |
| Patricia McGowan (2020)               |         | X      |  |
| Sally Lewis (2020)                    | X       |        |  |

The order of presentation of the items below does not necessarily reflect the order of discussion of the items at the meeting.

OPENING

Mother Tracy called the meeting to order at 7:12 p.m. and led the opening prayer. For a devotional exercise, the Vestry practiced a Lectio Divina on Exodus 13:17-22.

---

<sup>1</sup> Term ends in December in the year indicated.

## INTRODUCTION TO THE ACK

Nelson Crandall introduced a productivity tool borrowed from the Grand Jury, a Google Sheet known as the ACK. It consists of a spreadsheet for each regular Vestry meeting (and some special meetings), a vertical heading with the name of each Vestry member and a horizontal heading with the name of and a link to each document the Vestry is requested to review before a Vestry meeting. At the intersection for the vertical and horizontal headings is a cell for the Vestry member to indicate that the document has been seen. The linked documents are also uploaded to Google Drive with permission for each person who views the document to comment on it.

## APPROVAL OF THE MINUTES OF THE FEBRUARY AND MARCH VESTRY MEETINGS

Upon motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that the minutes of the February 11, March 10, and March 22 meetings of the Vestry are hereby approved as presented.

## CAPITAL FUND AND COMMUNITY PROJECT FUND POLICY

There was a discussion of the proposed Capital Fund and Community Project Fund Policy, a copy of which is attached as Exhibit A. Discussion centered on whether the permitted uses of the capital fund should include a rectory and equipment such as pew chairs or a water softener. Upon motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that the Capital Fund and Community Project Fund Policy presented to this Vestry is adopted as presented.

## PPP LOAN

Nelson Crandall advised the Vestry that the Parish has submitted an application for a forgivable loan under the Payroll Protection Program established under the CARES Act, and that Vestry authorization is required to borrow the money and for Nelson to sign the loan documents on behalf of the Parish. Discussion focused on whether the Parish needed the loan for continued operations.

A motion was made to authorize Nelson to sign the application and loan documents but not to borrow the money without a final Vestry determination that the loan is necessary. The motion required the affirmative vote of the members present. The motion failed by a vote of 4 in favor, 2 opposed, and 3 abstentions.

Immediately thereafter, upon motion duly made and seconded, the following resolutions were adopted by a vote of 8 in favor, none opposed, and 1 abstention.

RESOLVED, that the Treasurer of the Parish, Nelson Crandall, is authorized to sign on behalf of the Parish and submit to any authorized lender an application for a forgivable loan under the Payroll Protection Program established under the CARES Act for such amount as the Parish is permitted to borrow under the Program (estimated at \$50,242), and to execute such loan documents on behalf of the Parish

as the lender may require to fund any loan offered to the Parish as a result of the application.

RESOLVED FURTHER, that this authorization in favor of the Treasurer is adopted as a one-time measure in light of the logistical challenges presented by the shelter-in-place order that is presently in effect, and shall not establish a precedent for future borrowing on behalf of the Parish.

### OUTREACH PROPOSAL

There was then a discussion of a proposal from the Outreach Committee, attached as Exhibit B, to make \$10,000 in grants out of the Community Project Fund to help those in our community and diocese who may be out of work because of the COVID-19 crisis and who may be ineligible for stimulus payments under the CARES Act or who do not qualify for electronic transmission of funds.

It was noted that the grant proposal was inconsistent with the Capital Fund and Community Project Fund Policy, which requires the Community Project Fund to be spent on an outreach program approved by the congregation and in which the congregation was involved. The consensus on the Vestry was to agree that the extraordinary nature of the COVID-19 shelter-in-place order creates an immediate need that justifies overriding the Community Project Fund policy in this instance.

Upon motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that proposal of the Outreach Committee to make \$10,000 in grants is approved as presented.

### GUIDANCE ON THE COLUMBARIUM

The Vestry next considered the request of Anne Baker for additional guidance with respect to the proposed Columbarium design contract with Form 4 Architecture, Inc. In January, the Vestry had authorized Anne Baker to engage Form 4 on the terms set forth in that firm's March 3, 2009 proposal. Anne reported that Form 4 was willing to stand by the time estimates in the March 3, 2009 proposal but wanted to bring its hourly rates up to their current levels. After discussion, the Vestry concurred that the request was reasonable. Upon motion duly made, seconded, and unanimously carried, the following resolutions were adopted:

RESOLVED, the Architecture & Space Use Committee is authorized to engage Form 4 Architecture, on behalf of the Parish, to perform the services described in that firm's March 3, 2009 proposal at the current hourly rates and on such terms and with such modifications as the Committee and the Rector deem appropriate in their judgment.

RESOLVED FURTHER, that the fees for the services of Form 4 Architecture shall be paid out of the Columbarium Fund (account 33231).

## EVALUATION

Each participant in the meeting gave a one- or two-word evaluation of the meeting. The words used included productive, heartwarming, focused, hopeful, technical, coffee cup, pandemic, frank.

Report out:

- Approved policy for capital fund
- Authorized application for PPP loan
- Approved Outreach Proposal
- Invite people to help us replenish it, and anything over will be put to similar use.
- Authorized columbarium design to go forward

## ADJOURNMENT

Mother Tracy led a closing prayer. The meeting was adjourned at 9:41 p.m.

Respectfully submitted,

*Nelson Crandall*

---

Nelson Crandall, Clerk of the Vestry

## **EXHIBIT A**

### **CAPITAL FUND AND COMMUNITY PROJECT FUND POLICY**

1. **Establishment of Capital Fund and Community Project Fund Accounts.** The Treasurer is authorized to instruct the bookkeeper to create QuickBooks accounts designated as Capital Fund and Community Project Fund.
2. **Initial Community Project Fund.** The initial amount of the Community Project Fund account is \$104,542.
3. **Uses of the Capital Fund.** The permissible uses of the Capital Fund are to:
  - a. complete the construction of the Parish campus (other than a columbarium, which is to be funded separately);
  - b. acquire a rectory or establish an endowment or similar fund for rector housing;
  - c. acquire furniture, fixtures, or equipment with an expected useful life of at least seven years; and
  - d. maintain capital assets to the extent maintenance reserves are not sufficient.
4. **Disposition of Undesignated Bequests.**
  - a. **Community Project Fund (CPF).** A tithe (10%) of all future undesignated bequests to the Parish is designated for outreach ministry to be determined by the congregation as a whole and in which the congregation is involved.<sup>2\*</sup>
  - b. **CPF Project Selection.** The External Ministry Support Team is charged with preparing, and submitting for Vestry approval, a CPF Project Selection process that includes:
    - i. selection criteria;
    - ii. vestry approval for submission to the congregation;
    - iii. procedure for obtaining congregation approval; and
    - iv. other relevant matters
  - c. **Capital Fund.** After allocations to the Community Project Fund, the remaining portion of any undesignated bequests shall be allocated to the Capital Fund.
  - d. **Vestry Discretion.** The Vestry retains the discretion to allocate undesignated bequests other than as provided above after soliciting and considering feedback from the Parish.

---

<sup>2\*</sup> This language supersedes the resolution adopted in November 2019.

## EXHIBIT B

### Outreach Proposal to the St. John's Vestry Re: Community Project Fund

In response to grave concerns regarding the needs of the poor during the "shelter in place" order required due to the Covid-19 Pandemic, the Outreach Committee in a 4/11/20 meeting discussed and subsequently voted approval of the following:

The St. John's Outreach Committee is requesting that the Vestry tithe a portion of the Community Project Fund of the Strong/Saunders bequests to help those in need during the Covid-19 Pandemic. We realize this action would be counter to the original proposal to use all such funds for a project determined by the entire parish. However, due to the pandemic there are limited means to address the whole parish on short notice and the financial needs around us are acute.

Such a tithe would be approximately \$10,000 of the approximately \$100,000 set aside for the parish community project. Approximately \$90,000 would still remain for the parish wide project.

We would suggest the Vestry distribute such funds in the following manner:

A.. Santa Cruz Community Ventures - \$5,000.00

This is a fund that works through well-established local non-profits which support the poorest among us.

B. Discretionary Funds of 10 Rectors/Vicars/Deacons of parishes and missions of ECR total of \$5,000.00 with each entity receiving \$500.00.

The following list was determined by consultation with the diocese as to where the greatest need resided.

1) San Pablo Apostol, Seaside  
Vicar: the Rev. Martin Juarez

2) Holy Family, San Jose  
Rector: the Rev. Ruth Casipit-Paguio

3) St. Mark's, King City  
Vicar and church planter: the Rev. Filemon Diaz

4) St. George's, Salinas  
Priest-in-Charge: the Rev. James Collins.  
Their food program is managed by the Rev. Tina Heidmann

5) Epiphany, Marina Vicar:  
the Rev. Jon Perez  
Have a long time food program.

6) St. Paul's/San Pablo, Salinas  
Rector: the Rev. Alejandra Trillos

7) Stepping Stones, San Jose  
In charge: the Rev. Peggy Bryan  
A jail ministry. This ministry serves those formerly incarcerated who are in process of reintegrating into society and attending this small congregation.

8) Trinity Cathedral, San Jose  
Interim Dean: the Rev. Julia McCray-Goldsmith  
They also serve a Latino congregation. The Cathedral has very limited financial resources.

9) All Saints/Cristo Rey, Watsonville  
Vicar: the Rev. Michael Dresbach

10) The ministry at San Jose State University, San Jose  
Chaplain: the Rev. Kathleen Crowe  
This ministry has been providing housing and food help for students who very likely would be living on the streets without it.

Respectfully requested on behalf of the Outreach Committee,

Francis Bayaca, External Vestry Group Karen  
Greenleaf, Outreach Committee Member