

**VESTRY MEETING  
VIA ZOOM**

**February 22, 2021**

**Attendees**

Vicki Zust  
Paul Mikulski  
Frank Lombardo  
Jeanette Neal  
Leann McConchie  
Michael Matthews  
Bill Weisbeck  
G.G. Michaels  
Aaron Macke  
Bonnie Sunday  
Michael Elkin  
Justin Gerstung  
Simone Fancher  
Deanna Russell

St. Paul's Episcopal Church  
Vestry Meeting Agenda –February 22- 7 p.m.

Call to Order & Opening Prayer

Approval of December minutes

Financial Reports & Finance Committee Report

New Business

    Appointment of Treasurer & Vestry Clerk

    Approval of Finance Committee Stock Transaction approval policy

    Approval of Parochial report

    Appointment of Diocesan Convention Delegates

    March & April Calendar

    Kindergarten Screenings

    Capital Project list

Old Business

    Chili Sale Report

Committee Reports

    Rector's Report

    Deacon's Report

    Wardens Reports

    Counsel for the good of St. Paul's

    Closing Prayer & Adjournment

**Parking Lot: (So we don't forget)**

Spring Flower Sale

Steeple & Front Doors

Meeting Called to Order 7:05 p.m.

- **Opening Prayer**
- **Introductions for the new Vestry Members**
- **Approval of December Minutes**
  - Motion to Approve as amended
    - Jeanette Moves
    - Bill Seconds
    - All approve

## **FINANCIAL REPORTS**

- **Treasurers Report**
  - Revenue
    - YTD pledges – came in at \$21,000 someone paid their yearly pledge
    - Non pledge included chili sale
    - Interest- money from Morgan Stanley was automatically deposited
  - Expenses
    - Pretty much on target
    - Some discrepancies because they don't equal evenly out for the 12 months
    - Property maintenance
      - ❖ \$153.00 dumpster cost. They pick up every two weeks for the dumpster and once a week for recyclables. Will look into these fees and if we are locked into a contract
      - ❖ snowplowing is paid in full in the Fall
    - Rectory maintenance
      - ❖ \$272 over budget to date b/c of Clarence town taxes on the rectory
      - ❖ phone bill, cable. No payment we did not have the bill (thinks it was sent in December when post office was having trouble) the notice came in for late and it was paid by credit card. This will be corrected in the updated financials next month
- Transitioning to electronic bill payments where possible. Will do this gradually
- Will also do a yearly review of fees that we pay. This includes bank fees, PayPal fees etc. Bonnie will look at these and bring before the finance committee
- Still have \$7500 in prepay pledges that still have to be transferred
- The new definitions were sent around to Vestry Members
- Great job for a rookie and we appreciate Bonnie looking at the fees
- **Motion to Approve**
  - Bill moves
  - Jeanette seconds
  - All approved

## NEW BUSINESS

- **Enabling Resolutions for Morgan Stanley**
  - Need to appoint those who are authorized to make changes to the Morgan Stanley accounts
    - Bonnie Sunday
    - Aaron Macke
  - We also need to approve the enabling resolutions. These were sent around and won't be read into the minutes but will be attached hereto.
  - **Motion to Approve and authorize Aaron and Bonnie as signors and to accept the enabling resolutions**
    - Jeanette moves
    - Bill seconds
    - All approve
- **Motion to appoint Aaron Macke as Treasurer**
  - Paul moves
  - Frank seconds
  - All approve
- **Motion to appoint Deanna Russell as Vestry Clerk**
  - Mike moves
  - Jeanette Seconds
  - All approve
- **Approval of the Stock approval policy**
  - Vestry controls the finances
  - No meeting every time we want to trade stocks
  - Policy is: Finance Chair with the approval of two members of the finance committee can engage in transactions on the portfolio and then it would be reported to the Vestry at the next meeting
  - Discussion about the reporting to the Vestry - Policy states that any transactions approved in this manner must be reported to the Vestry
  - **Motion to Approve**
    - Bill moves
    - Frank Seconds
    - All approve
- **Approval of the Parochial report**
  - All churches have to do it
  - Few things were added - one page with questions relating to the Church's response to the pandemic that was sent to the Vestry along with parochial report draft
  - Lost 12 people this year – mostly to death (7) some from moving (5)
  - First year in Vicki's tenure where we had more decreases than increases

- Attendance – average Sunday was to take in person attendance for January and February and the first two weeks of March and average that. We had one Sunday where Church was cancelled in February so that Sunday was not counted but the others weeks amounted to an average of 108 per week.
  - Last page – no paycheck protection loan. They did not ask about the employee retention credit. Vicki filed notice with the Bishop that we did it, and mentioned it at the clergy meetings. Does not know why it wasn't asked about.
  - Does the credit get included in the fair share calculation. Yes, it will because it is part of the operating income.
  - Fair Share is calculated by taking 13% on the normal operating income (found on page 4, line 8)
  - **Motion to Approve the Parochial Report**
    - Bill moves
    - Jeanette seconds
    - All approved
- **Appointment of Diocesan Convention Delegates**
    - Entitled to have 3 delegates attend
    - According to our by-laws, one has to be a warden and we then put it to the other Vestry members if no other Vestry members wish to attend it is then opened up to the congregation.
    - Usually at the end of October. If it is in person it will be in Erie, if it is remote again this year, it will be via zoom. May be a hybrid.
    - We do not need to take action but think about it
    - Decision will have to be in June so we have some time
- **Draft of the March/April calendar**
    - Harder because we do not know when we will have in-person
    - Digital worship through April, hoping to be back to the hybrid by end of April
    - Bishop is still deciding if we can start by March 21 – would prefer to wait until after Easter
    - Hopeful that youth group and St Paul's kids can be in person in April
    - Pub Theology may resume when we can do it outside and in person.
    - Palm Sunday-digital service March 28 with a drive through palm pick up.
    - May open the Church on Good Friday for people who want to come and pray. (Would be a sign up sheet). Need to ask the permission of the Bishop.
    - Saturday before Easter is the drop off Easter Egg Hunt – will need volunteers to be drop off bunnies
    - There is left over chili which we may want to include for palm Sunday pick up or drop off easter egg hunts
    - Coffee hour zoom- did not have a good turn out
    - At the annual meeting some interest was expressed so we could try again
    - Youth group 2<sup>nd</sup> Sunday. Lent Education continues through March
    - Small plates will start again in May
    - Lent Ed is working this year
    - Book group is working – talking about parables
    - June, we may be able to meet in person for Book club outside

- **Clarence schools will use our parish hall to do kindergarden screenings.**
  - Harris Hill and Ledgview
  - All through March
  - They are not paying for the space
  - Benefit is having the community come through the parish hall
  - We will highlight the youth activities we have here- Vicki has updated the bulletin board
  - Lego Ark will be moved into the hall so the kids can see it and learn about lego club
  - Starts on March 1<sup>st</sup> from 7 a.m. through 3 p.m. every school day in March
  - There has not been any interest in anyone taking over the nursery school
  
- **List of Capital Projects**
  - List was sent around
  - Accomplished a few things
  - We moved some things up to red
- **Sign up Sheet for Committee's and activities**
  - St. Paul Committee 's
    - Stewardship
    - Finance
    - Property Maintenance
    - Getting Building Ready for fall (Ad Hoc)
  - Stewardship
    - Handles the stewardship campaign for the parish
    - Marc Zeigler is a Chair, Darlene Pazda, Vicki and Steve.
    - G.G. Michaels
    - Jeanette Neal
    - Linda Ryan
  - Finance
    - need two people
    - Bonnie, Pete, Steve Anderson, Art, Aaron and Vicki
    - Steve Toth and Bill Weisbeck volunteer
  - Property Projects
    - Need 3 people
    - Frank Lombardo
    - Paul Mikulski
    - Just Gerstung
  - Building ready for fall
    - Need two or three
    - Mike Matthews
    - Mike Elkin
    - Simone Fancher

## **OLD BUSINESS**

- **Chili Sale**
  - Report went out

- \$730.15 profit
- there is a lot of left over chili in the freezer so may go up
- expenses for 6 full batches \$209.00
- Sold 120 pints – most came from those who donated
- How do we hit and reach out to outsiders
- Parishioners get tired
- Covid is difficult but we need to reach out to outsiders
- Everyone did a great job but we need to reach out better
- That's the nice thing about the basket raffle - it attracts a lot of outsiders
- Bill got drafted at last minute and did a good job.
- Paul, June, Vicki, Linda and Bill made all the chili
- Thanks to the Gerstung crew especially the kids & Jeannette for helping on Sunday.

### **RECTOR'S REPORT**

- Vicki is going to Columbus tomorrow and will probably go again in March
- Liz is on top of all the office work

### **DEACON REPORT**

- Lenten quiet mornings. Morning prayer: Reading/reflection/journaling
- Will end with a noonday prayer, short version
- Taking a week in May to see her sister

### **WARDEN'S REPORT**

- Frank is grateful to stay in digital contact and connected. Enjoying the morning prayer. Thought the annual meeting and the digital convention worked well via zoom
- Paul volunteered to go to convention as the junior warden.

### **GOOD OF ST. PAULS**

- Spring Flower Sale – reached out to Bedford Greenery. They were not willing to do a fundraiser in spring
- They offered to do a certificate sale which we declined For now, the spring fundraiser sale is off
- Steeple information. Waiting for weather to break. They need to get up there and look at it. Can't use a drone we are too close to the airport.
- This time last year we split up contacts in the parish to reach out to make connections- Vicki will make a new list, and will provide talking points.
- Bark in the park is off this year
- No basket raffle this spring. Might be able to do a chicken BBQ. Vicki will touch base with Courtney and Carol.

### **CLOSING PRAYER**

8:22 p.m.

Morgan Stanley Document:

Form Validation Rules (For MS Use Only)

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Branch No. Account No. Financial Advisor No.

# Authorized Persons and Enabling Resolutions for Municipalities and Certain Other Unincorporated Entities

In consideration of Morgan Stanley Smith Barney LLC (“MSSB”) opening and/or maintaining one or more accounts for the entity named below, I, the undersigned, hereby certify as follows:

## 1. General Information

A. The full legal name of the entity (the “Client”) to which this document applies is:

NAME OF ENTITY

B. Is the entity a not-for-profit entity? Yes No ✓

C. Type of Organization:

- Municipality/Government Entity Union/Trade Association Condo/Homeowners’ Association ✓
- Educational Institution Charitable/Religious Organization Native American Tribe Private
- Foundation/Foundation Business Trust Other
- Civic Club/Assoc. DESCRIBE

## 2. Authorized Persons

MSSB is hereby authorized to accept investment instructions and other instructions from the officers of the Client and/or other individuals listed below (“Authorized Persons”). These privileges include, but are not limited to, the authority to make distributions (e.g., of cash or securities) and transfers by check or otherwise to anyone, including the undersigned officers and/or other individuals.

If MSSB receives conflicting instructions from different Authorized Persons, or reasonably believes instructions from one Authorized Person might conflict with the wishes of another Authorized Person, MSSB may do any of the following: (a) choose which instructions to follow and which to disregard; (b) suspend all activity in the account until written instructions signed by all Authorized Persons are received; (c) close the account and deliver all securities and other property, net of debits or liabilities, to the address of record; and/or (d) take other action deemed necessary to protect the interests of MSSB.

**(ALL AUTHORIZED PERSONS MUST COMPLETE THIS SECTION, EVEN IF ALSO SIGNING ON BEHALF OF THE CLIENT AT THE END OF THIS DOCUMENT.)**

NAME PRIMARY RESIDENCE ADDRESS

SIGNATURE SOCIAL SECURITY NUMBER DATE OF BIRTH TITLE NAME PRIMARY RESIDENCE ADDRESS

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### 3. Enabling Resolutions

The following is a full, true and correct copy of Resolutions duly and regularly adopted by vote of the Board of Trustees, Council or other supreme governing body, referred to as the "Board" of the Client, which Resolutions have not been rescinded or modified and are in full force and effect, and the Client further represents and warrants that: (1) the Resolutions are in accord with and pursuant to the Client's underlying charter and bylaws; (2) the Resolutions are in accord with all constitutional, statutory and regulatory provisions pertaining to the Client; (3) the Client is empowered to take the actions called for by the Resolutions; (4) the Client is duly organized, validly existing and in good standing under all applicable state laws or the laws of a non-U.S. jurisdiction; and (5) the persons designated herein as officers of the Client have been duly installed and now hold the offices in the Client set forth by their respective names and their true signatures.

**RESOLVED:**

FIRST, that the Authorized Persons are, and each of them hereby is, authorized and empowered to the fullest extent possible, to act on behalf of the Client, to establish and maintain with MSSB where eligible under applicable law one or more cash accounts, margin accounts, BusinessScape accounts, commodities accounts, or any other type of account offered by MSSB and its applicable affiliates ("Account"), for the purpose of purchasing, investing in, or otherwise acquiring, selling (including short selling), possessing, transferring, exchanging, borrowing, pledging or otherwise disposing of, and generally dealing in and with, cash and any and all forms of securities and financial instruments, including, but not limited to shares, stocks, bonds, debentures, notes, scrip, participation certificates, rights to subscribe, options, warrants, futures, commodities, commodity futures and/or options on futures, certificates of deposits, mortgages, evidence of indebtedness, commercial paper, and interests of any and every kind and nature whatsoever, secured and unsecured, whether represented by trust, participating and/or other certificates or otherwise.

SECOND, that, without obligation on MSSB's part to inquire, instructions or actions, by any Authorized Person shall individually have the fullest authority on behalf of the Client with respect to the Account including, but not limited to, authority to:

- (a) give written or oral instructions to MSSB with respect to any securities in, or transaction or service offered in connection with, the Account;
- (b) deposit or withdraw money, securities and other property of the Client to and from the Account;
- (c) borrow money from MSSB and secure payment thereof with the property of the Client;
- (d) bind the Client to any contract, arrangement or transaction, which shall be entered into by any Authorized Person with or through MSSB;
- (e) make payments related to the Account by checks and/or drafts drawn upon the funds of the Client;
- (f) endorse any securities in order to pass ownership thereof or for any other purpose;
- (g) direct the sale or exercise of any rights with respect to securities therein;
- (h) sign releases and powers of attorney and enter into contracts and agreements, including but not limited to any MSSB account agreements and documentation relating to any debit or credit card, the checkwriting privilege, online services, electronic fund transfers and other services which are or may be offered in connection with the Account (where available), as such documents may be modified from time to time, and any documentation permitted or contemplated by such agreements, products and services, and to affix the seal to same when necessary;
- (i) direct MSSB to surrender securities to the proper agent or party for the purpose of effecting any exchange or conversion, or otherwise;



(j) take any and all action in connection with the Account deemed necessary or desirable by any Authorized Person. THIRD, that any Authorized Person may appoint any person(s) ("Designated Persons") to:

- (a) conduct trading in the Account;
- (b) endorse any securities, or to make, execute and deliver; under the seal of the Client or otherwise, any instrument of assignment and/or transfer necessary or proper to pass title to such securities;

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- (c) sign checks (in which event, the signature of the Designated Person shall promptly be provided on any applicable signature card upon request by MSSB);
- (d) use any associated debit or credit card (where available);
- (e) provide instructions to effect electronic fund transfers.

FOURTH, that each Authorized Person is empowered and authorized to do all things each deems necessary or desirable to implement the foregoing Resolutions.

FIFTH, that MSSB may deal with any and all of the persons directly or indirectly empowered by foregoing Resolutions as though they are dealing with the Client directly.

SIXTH, that the duly designated officer is hereby authorized and empowered to certify to MSSB, under the seal of the Client or otherwise: (a) a true, correct and complete copy of these Resolutions;

(b) specimen signatures of each Authorized Person and each Designated Person empowered by these Resolutions, if so requested by MSSB;

(c) a certificate (which, if required by MSSB, shall be supported by an opinion of the general counsel of the Client, or other counsel satisfactory to MSSB) that the Client is duly organized and in good standing, that Client's charter authorizes the action or business described in these Resolutions, and that no limitation has been imposed upon such powers by constitution, statute, regulation, charter, bylaw or otherwise.

SEVENTH, that MSSB may rely upon any certification given in accordance with these Resolutions as continuing fully effective unless and until MSSB shall receive due written notice of an amendment, modification or rescission of such Resolutions or certification. Further resolved that MSSB shall not be liable for any action taken or not taken upon instruction of any Authorized Person or Designated Person prior to MSSB's actual receipt of written notice of the termination or impairment of such person's authority. "e failure to supply any specimen signature shall not invalidate any transaction which is in accordance with authority previously granted. Further resolved that the Client shall indemnify and hold harmless MSSB and any of its subsidiaries and affiliates from any and all claims that a transaction was unauthorized or outside the scope of the Client's powers, if such transaction was authorized by any of the Authorized Persons or Designated Persons.

EIGHTH, that in the event of any change in the office or powers of persons hereby empowered, the secretary (or other duly designated officer), shall certify such changes to MSSB, in writing, which certification, when MSSB receives it, shall terminate the powers of the persons previously authorized and empower the persons thereby substituted in accordance with all the provisions of these Resolutions.

NINTH, that the Client hereby authorizes MSSB to charge any amount due to MSSB under any arrangement with the Client, against any or all of the accounts and other property of the Client held with MSSB or any of its affiliates, with the Client remaining liable for any deficiency and each Authorized Person or Designated Person is authorized and directed to pay to MSSB by checks and/or drafts drawn upon the funds of the Client such sums as may be necessary to discharge the Client's obligations to MSSB.

TENTH, that MSSB may apply these Resolutions to any accounts in the name of the Client listed herein. **"e following three (3) resolutions are applicable only to Native American Tribes:**

ELEVENTH, that Section 15 of the Client Agreement is modified to include the following language: "e Tribe agrees:

(a) that binding arbitration shall be the exclusive formal remedy for all disputes, controversies or claims between the Tribe and MSSB, including its agents, assigns or Affiliates (collectively, "MSSB"), as further described in Section 15 of the Client Agreement;

(b) that such arbitration shall provide final and binding resolution of any dispute between the parties;

(c) that the Tribe expressly and irrevocably waives its immunity from suit as well as its rights to seek or exhaust tribal remedies and that the waiver granted herein includes the arbitration of disputes as contemplated by Section 15 of the Client Agreement, as well as any actions in any court of competent jurisdiction to compel arbitration and to enforce an arbitration award;

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(d) that the waivers of sovereign immunity and of the right to demand exhaustion of tribal remedies shall survive the expiration, termination or cancellation of the Client Agreement; and

(e) that, if enforcement of an arbitration award or a judicial order becomes necessary by reason of failure of one or both parties to voluntarily comply, the Tribe waives its sovereign immunity from any final judgment or order of a court of competent jurisdiction enforcing an arbitration award.

TWELFTH, that the Tribe certifies that none of the monies, securities, funds or other property invested or to be invested by the Tribe in accordance with the Client Agreement and this resolution, or paid or to be paid to MSSB in accordance with the Client Agreement and this resolution, constitute (a) funds held by the United States in trust for the Tribe or for members of the Tribe, or (b) funds obtained by the Tribe from the United States of America or any State government or agency for the purpose of carrying out projects or programs specified by the United States of America or any State government or agency, other than funds received by the Tribe, pursuant to one or more guarantee contracts with the United States Department of Housing and Urban Development ("HUD"), for the purpose of funding affordable housing activities under the Native American Housing Assistance and Self-Determination Act of 1996 (25 U.S.C. 4101 et seq.).

THIRTEENTH, that the Tribe certifies, to the extent the Tribe is investing funds that are part of a tribal trust fund for minor members of the Tribe or subject to the requirements of a tribal trust fund or a HUD depository agreement, that investment instructions provided by the Tribe to MSSB with respect to such funds will comply with all legal requirements applicable to such funds.

IN WITNESS WHEREOF, I have hereunto affixed my hand and the Seal of the Client.

NAME OF DULY AUTHORIZED OFFICER (PRINT)

SIGNATURE OF DULY AUTHORIZED OFFICER DATE (MM/DD/YYYY)

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