

All Saints' Beverly Hills
Minutes of the Vestry Meeting on
July 25, 2017

Attendees:

Clergy: Steve Huber

Vestry: Joe Becci, Susan Humphreville, Theresa Amy, Jean Marc Madelon, Sydney Nichols, David Van Iderstine, Ruth Loomis and Dennis McGuckian.

Staff: Liz Ladizinsky and Jennifer Hill

Excused/Absent: Maggie Reid, Bob Craft, Chris Cook, and Ken Sulzer

Guest: Adam Jones

Susan Humphreville provided the meal.

Joe Becci called the meeting to order at 7:00 pm.

Ruth Loomis led the attendees in prayer.

Dennis McGuckian led the monthly study. He passed out a handout on Martin Luther's 95 Theses as the 500th anniversary of their posting will be October 31st. Steve Huber led a discussion on the Reformation and how Luther based his beliefs on Paul's Epistle to the Romans, which differed from the teachings of the Catholic Church and he also explained how that church continues to use indulgences.

Minutes: The minutes of the June meeting were approved with Ruth Loomis abstaining as she was not at that meeting nor had the opportunity to read the minutes.

Sydney Nichols updated the Vestry on the Finance Committee's meeting with the outside auditors which took place just before the Vestry meeting. She advised that the auditors had raised three exceptions to our financials in that meeting and the first two were consistent with their reports for prior years. Those two issues that were the same as previous years were lack of valuation for depreciation of the church's property (due to our lack of records sufficient to determine its original value) and the fact that we use cash-basis accounting rather than accrual accounting.

She then noted that two [2] additional bequests had been received so those funds improved our financial position from the projected \$100,000 shortfall for the full year that she'd noted at the June meeting to a projected surplus of \$63,000 for the full year. She also reported that our outside auditors had pointed out that the year-to-year trends in the All Saints' financials were improving.

Adam Jones addressed the auditor's third exception which was the handling of the \$2 Million Bill Jones gift on our accounting books. The church was aware of only part of the gift as of 12/31/2016, and on the advice of Adam Jones did not accrue for the gift. The auditors feel the total value of the gift should have been accrued and after discussion in the Audit Meeting it was agreed that Adam Jones would draft some suggested wording and sent it to the auditors for the final report.

The Financial Report for May was approved unanimously.

Susan Humphreville passed out the list of resolutions for the Faith and Fear Collide, LLC (the "Company") that she and our outside attorney Arthur Rieman had drafted for the Vestry's consideration.

Susan stated that in her opinion, the Vestry's primary responsibilities related to the Company are:

- 1) Ensure the preservation the tax-exempt status of All Saints'.
- 2) Make sure the activities of the company agree with the Mission of All Saints'.
- 3) Make sure that the Company had adequate capital to conduct its operations.

In addition to approval of the draft Operating Agreement for the Company one of the resolutions established a Film Committee, consisting of Susan Humphreville and Dennis McGuckian to meet periodically on behalf of the Vestry with the officers of the Company to review the status of the production, their performance versus budget and its capital adequacy and update the Vestry after such meetings.

Susan told the Vestry it is important for the Company, as a subsidiary of All Saints' Parish, to have separate financial statements. Adam Jones, our outside accountant is setting these up. Susan also noted that the resolution to disperse \$90,000 as the member's initial capital contribution refers to monies collected by the church that were specifically designated for the Company.

At David Van Iderstine's request Steve Huber has agreed that church staff would maintain records of how much of their time is spent on LLC business.

After a thorough review and discussion of the list of resolutions they were approved by a vote of seven (7) votes for [Joe Becci, Susan Humphreville, Theresa Amy, Ruth Loomis, Sydney Nichols, Jean-Marc Madelon and Dennis McGuckian] to one (1) vote against (David Van Iderstine).

Reverend Steve Huber provided the Rector's Report.

- Steve strongly recommended everyone be sure to see "To Kill a Mockingbird" the play ends its run on Sunday, July 30th.
- He advised that he had setup some additional fund-raising lunches.
- He noted Allison was diligently working at getting the new small groups ready for the fall.
- He was happy to report that 42 parishioners had already registered for Labor Day Family Camp
- He also gave a "shout out" to Gretchen Karl for helping with Sages
- Steve advised that the Monaco Boys Choir concert on July 20th was well attended.
- He reported that Jody Giles' "All Saints' Cares" workshop on July 16th was a big success.
- Steve updated the Vestry on the situation regarding Bishop Bruno, which was reported in the Los Angeles Times. This matter involved the St. James of Newport Beach property.
- He reminded the Vestry that Bishop John Taylor will be at All Saints' on Sunday, October 1st.
- Lastly Steve passed out his retirement letter and noted he will be 67 soon and wants to retire. He advised his retirement will be effective January 14, 2018, so we'll have some time to start the search for a new Rector, he will be missed. He said his message this fall during the Stewardship Campaign will be this is "your church".

Joe Becci updated the Vestry on who would serve on the Vestry Nominating committee and members

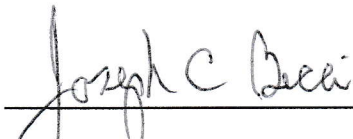
will be Joe Becci, Ruth Loomis, Jean Dillingham, Jerrie Whitfield, Don Monroe, Steve Fleenor, Clark Morrow and one position to be filled.

The next meeting will be September 25, 2017, because there will not be an August vestry meeting, due to the Choir Pilgrimage.

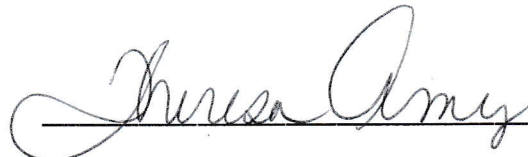
Jennifer Hill led the attendees in a closing prayer.

The meeting adjourned at 8:54 pm.

Dennis McGuckian prepared the minutes.



Joe Becci - Senior Warden



Theresa Amy- Clerk

RESOLUTIONS OF THE VESTRY OF ALL SAINTS' PARISH (the "Church")

July 25, 2017

WHEREAS, the Church is the sole member of Faith and Fear Collide, LLC (the "Company") which was incorporated in the State of California on April 20, 2017;

THE VESTRY OF THE CHURCH DOES HEREBY:

RESOLVE that the Operating Agreement of the Company attached hereto as Exhibit A shall be adopted, effective as of April 20, 2017;

RESOLVE that the officers of the Company shall be:

Brian Ide	Chairman
Gary Roberts	Vice Chairman
Steve Fleenor	President

RESOLVE that, effective as of April 20, 2017, the officers of the Company, acting on behalf of the Church as the member-manager of the Company, are hereby authorized to take such actions as are customary and necessary to produce and distribute the film known as "When Faith and Fear Collide" in furtherance of the mission of the Church, within the budget previously approved by the Vestry, and provided that the Company has adequate capital to sustain its activities;

RESOLVE that the Vestry shall form a committee known as the Film Committee which shall meet periodically with the officers of the Company to review the status of the production, the Company's performance versus budget and its capital adequacy and shall update the Vestry after such meetings. In addition, the Film Committee will determine if there are Company undertakings which it deems should be specifically considered for approval by the Vestry, and if so it shall present such matters for approval by the Vestry;

RESOLVE that the Film Committee shall review and approve general liability and other insurance policies of the Company;

RESOLVE that the members of the Film Committee shall be Susan Humphreville and Dennis McGuckian;

RESOLVE that the Church shall disburse \$90,000 as the member's initial capital contribution to the Company;

RESOLVE that any contributions made to the Church which are specifically designated to support the activities of the Company shall be disbursed to the Company on a timely basis;

RESOLVE that Church staff will assist with administrative duties for the Company and that Church facilities and equipment may be used by the Company, provided that such duties and such use do not disrupt the Church's normal activities;

RESOLVE that the Company shall be responsible for its out-of-pocket expenses and shall promptly reimburse the Church for any such expenses which are advanced by the Church, such as those for incremental outside accounting services, legal fees and regulatory filings.

RESOLVE that the Amendment to Articles of Organization (Form LCC-2) attached hereto as Exhibit B is hereby adopted and that the President shall sign said Amendment to Articles of Organization and ensure that it is filed with the Office of the Secretary of State.