

THE EASTERN DISTRICT LCMS BOARD OF DIRECTORS AGENDA
APPROVED

Friday, February 26, 2021 @ 4:00 P.M.

Attendees: Chris Wicher, Mark Erbelding, John Pingel, Jon Allen, Brian Smith, Terry Miller, Susan Bell, Jim Carr, Carl Fretthold, Garrett Nash, Carl Prostka,.
(Excused: Cyndi Alviani, Fred Hoover, Melissa Fultz, Recused: Dan Hahn).
Special Guests: Jay Pohlman (attorney) Nick Gatto (Chairman, Pioneer Board of Directors), Dan Joyce

AGENDA

Meeting called to order at 4:05pm by Mark Erbelding

Roll call was conducted by Brian Smith (see note

above) Opening pray by President Chris Wicher

**Motion to be approve the agenda by Susan Bell, second by Garret Nash.
Motion carried**

Presentation of the “Purchase and Sale Agreement”

Attorney Jay Pohlman and Pioneer Board of Directors Chairman Nick Gatto presented and reviewed the purchase sale and agreement for Pioneer Camp and Retreat Center. The hope surrounding the process has been to see the continuance of a camp ministry on location. The purchase offer will allow us to close out and fulfill (nearly) all of our financial obligations. The potential buyers would like to close in 60-90 days in order to stem the tide of ongoing operating expenses. We are working to provide a clean title with the assistance of LCEF. Due diligence is being done, a property survey is in process and contingencies are being met; the latter being a lease with the organization that plans to operate the camp ministry. We will require the approval of the NYS Attorney General for loan approval and to prevent misappropriation of (charitable) funds. Nick & Pastor Wicher will maintain communications during the process so the Board may have assurances.

The concern of unanimous consent was raised, along with a discussion of NYS Non-Profit Law Section 603 allowing for electronic meetings. It was recommended we resolve to meet electronically and schedule a follow up meeting with the Board to approve the sale by majority vote.

**Motion to approve the draft document for the sale of Pioneer Camp and Retreat Center with amendments by Carl Prostka, second by Terry Miller.
Motion carried.**

Motion to forward the draft resolution to the Pioneer Board for consideration and approval and to return that resolution to the Members of Pioneer, Inc. no later than March 7 by Mark Erbelding, second by Carl Prostka.

Motion to request the Board of Pioneer to approve electronic meetings of the Members of Pioneer, Inc. in accordance with NYS Non-Profit Law Section 603 by Jim Carr, second by Carl Fretthold. Motion carried.

Motion to adjourn by Carl Fretthol, second by Terry Miller. Motion carried

Closing prayer by Carl Prostka.