

5/21/2023 Minutes of the Called Meeting of the Board of Directors of Westtown Presbyterian Church in America, Inc.

This meeting of the Board of Directors (aka Trustees) of Westtown Church in America, Inc., was called to follow up with items from our annual corporate meeting, which occurred earlier in the day. The Directors' meeting commenced at 11:00 AM, on Sunday, May 21, 2023, in the Counseling Room of Westtown Church, 13521 Race Track Road, Tampa, FL 33626.

The Secretary established a quorum.

Attendees: Directors David Bazzel, Melody Mahusay, Nic Malara, Phil Smith and Joseph Vattamattam.

Absent: Luke Jones, excused **Guests:** None

Director Smith opened the meeting in prayer. Newly-elected Director/Trustee Luke Jones was excused since he was unavailable due to short notice.

The minutes for 4/6/2023 were approved and accepted.

Discussion and actions regarding the need for replacement of the entrance bridge across Double Branch Creek proceeded:

- The annual corporate meeting prior to this Board of Trustees meeting was reviewed, including their election of Luke Jones as a director/trustee, and their unanimous approval of the motion, ***“for the Board of Trustees to proceed with obtaining a construction loan to replace the bridge (over Double Branch Creek) and their selection of a contractor.”***
 - The Bridge Committee has received proposals (in response to their request for proposal/RFP) from two of the six selected bridge contractors as well as one from a temporary bridge vendor. A third contractor may be submitting a proposal by the end of the month. One contractor included a temporary bridge in its proposal.
 - In total, the cost of a temporary bridge (to allow full operations and access to property), demolition of existing bridge and the full replacement bridge is currently in the range of \$2 million to \$2.2 million. The Board discussed that the original property of ~14 buildable acres (more or less/MOL) on 30 acres (MOL) of land (including wetlands) including the original bridge construction, cost approximately \$1 million when we acquired the property in 2005. The property has since been improved with our two buildings housing our church and preschool. While the cost of the new bridge is significant, the trustees acknowledged that it is appropriate to make the investment for a new bridge.
 - Director Malara has met with the local homeowner association adjacent to our property to notify them of the plan to replace the bridge, which may cause issues with noise and impact vibrations to adjacent homes (since vertical pilings will be necessary). He will document that notification via email. The Board will follow up with a communication of key timelines once those are known so that the homeowners might minimize any issues with wall hangings or breakable items that are at risk of damage during the demolition and construction phases.
 - Director Smith will reach out to our corporate attorney to inquire on his firm's ability to advise on construction contracts for this project.
 - The Board members present, unanimously passed the following resolution:

WHEREAS the current entrance bridge to our church property at 13521 Race Track Road in Tampa, Florida, over Double Branch Creek has deteriorated and will need full replacement, AND

WHEREAS the replacement of this bridge will require use of a temporary bridge AND the demolition and removal of the existing bridge AND the construction of a new bridge at the 100-year storm level, to necessary codes and standards, AND

WHEREAS the members of the Corporation at their annual meeting of May 21, 2023, unanimously approved the Board of Directors (i.e. Trustees) to obtain a construction loan of the estimated amount of \$2 - \$2.2 million for this bridge replacement project,

RESOLVED, by unanimous vote, that the Board of Directors shall direct the Treasurer of the Corporation to pursue a construction loan with a Florida lending institution with finalization to occur once a contractor (or contractors) has been selected and contracted for this bridge replacement project.

The Board will further investigate options for repayment of the construction loan and related line of credit (for the engineering and legal work done to assess the bridge), and discussed several ideas:

- Converting to a standard mortgage against the property;
- Capital campaign involving the members and regular attenders of the Church, and community;
- Issuing unsecured bonds to members for the project; or
- Any combination of these options.

The Board adopted the following process for selection of the contractor(s):

1. Westtown Bridge Committee gives initial recommendation on proposals.
2. Westtown Session reviews the Bridge Committee's recommendations,
3. Board of Directors (i.e. Trustees) will make final selection following review of proposals and in consideration of the recommendations of the Bridge Committee and Session.

The meeting was adjourned at 11:53 AM. Director Vattamattam closed the meeting in prayer.

Submitted by Director Philip Smith, secretary

 President

David Bazzel, president and director

 Secretary

Philip Smith, secretary and director

MINUTES APPROVED, DATE _____, Secretary's initials: _____.

Attachment: Copy of Resolution

WESTTOWN PRESBYTERIAN CHURCH IN AMERICA, INC.

We, the undersigned, being all Directors of Westtown Presbyterian Church in America, Inc., organized as a non-profit Florida Corporation and having a principal place of business at 13521 Race Track Road, Tampa, Florida 33626 (the "Corporation"), hereby certify that the following is a true and correct copy of a resolution duly adopted at a meeting of the Directors of the Corporation, duly held and convened on May 21, 2023, at which a quorum of the Board of Directors was present and voting throughout, and that such resolution has not been modified, rescinded or revoked, and is at present in full force and effect:

WHEREAS the current entrance bridge to our church property at 13521 Race Track Road in Tampa, Florida over Double Branch Creek has deteriorated and will need full replacement, AND

WHEREAS the replacement of this bridge will require use of a temporary bridge AND the demolition and removal of the existing bridge AND the construction of a new bridge at the 100-year storm level, to necessary codes and standards, AND

WHEREAS the members of the Corporation at their annual meeting of May 21, 2023, unanimously approved the Board of Directors (i.e. Trustees) to obtain a construction loan of the estimated amount of \$2 - \$2.2 million for this bridge replacement project,

RESOLVED, by unanimous vote, that the Board of Directors shall direct the Treasurer of the Corporation to pursue a construction loan with a Florida lending institution, with finalization to occur once a contractor (or contractors) has been selected and contracted for this bridge replacement project.

Signed this 21st day of May, 2023


Melody Mahusay, Director & Treasurer

 President
David Bazzel, Director & President