

Minutes of Green Pastures Quarterly Meeting

Saturday, September 19, 2015

Ann Arbor Friends Meeting, 1420 Hill Street, Ann Arbor, Michigan 48104

Attending:

From Ann Arbor Monthly Meeting: Thomas Taylor, Nancy Taylor, Tom Blackwell, Debs Roush, Lisa Klopfer, Helen Fox, Max Heirich, John Deikis, John Williams, Susan Hartman, Joan Sampieri, Jeff Cooper, Peggy Daub, Mark Thames
From Birmingham Monthly Meeting: Geoff Brieger, Ellerie Brownfain, Jonah Brownfain, Julie Poll, Wink Covintree, Ellen Barnes, Marvin Barnes, Pam Melick
From Detroit Monthly Meeting: Sharon Ottenbreit, Pam Melick
From Kalamazoo Monthly Meeting: Carol Meyer-Niedzwiecki, Joe Mills, Linda Mills
From Pine River Monthly Meeting: Don Nagler, Nancy Nagler
From Red Cedar Monthly Meeting: April Allison
From Friends School in Detroit: Patrick Padgett

[1] The business meeting began at 10:30 following silent worship.

[2] Roll call:

Ann Arbor	-	12
Birmingham	-	8
Detroit	-	2
Grand Rapids	-	0
Holland	-	0
Kalamazoo	-	3
Pine River	-	2
Red Cedar	-	0

[3] Carbon Footprint Presentation

John Williams presented some ideas and materials for estimating the contribution to greenhouse gases from each person's daily activities. The goal is to understand one's contribution and to quantify the relative amounts from different sources, direct and indirect, using the common units of equivalent tons of CO₂. The Environment and Social Concerns Committee of Ann Arbor Monthly Meeting has developed a "Carbon Footprint Worksheet" and is assembling a group of Meeting members and others who pledge a voluntary carbon tax of \$40/ton of CO₂ or portions thereof which will be used to mitigate fossil fuel consumption.

[4] Acknowledgement

The Meeting acknowledges the contributions of Ellerie Brownfain in continuing as Clerk for an extra year, and of Jonah Brownfain for helping to provide the lunch at each Quarterly Meeting in many recent years.

[5] Approval of Minutes

Minutes from the regular business meeting on Saturday, May 16, 2015 and from the special called meeting on Sunday, August 9, 2015 were approved. Minutes from the special called meeting on Wednesday, August 19, 2015 were approved with three spelling corrections and one numerical correction. The correct names of people attending the meeting from Friends School in Detroit are Jane Fran Morgan, Sylvie Malo, Brandy Robinson and Kineret Gable. The number of members present from the Friends School Board of Trustees should be 6 rather than 7. A corrected version is available at the web site leym.org/gpqm/minutes.

[6] Report from Friends School in Detroit

Patrick Padgett, Clerk of the Board of Trustees of Friends School in Detroit presented the report.

A decision was made in early September that the School will not operate for the 2015–2016 school year and parents were notified. The School property is listed for sale at Exclusive Realty in Detroit with an offering price of \$ 1.2M. There is interest currently, but no offer to purchase the building has been received. Urban Partnership Bank has foreclosed on the School’s mortgage. However, the foreclosure sale has been postponed from week to week through the month of September. The School’s debts in addition to the mortgage include a second mortgage, \$ 106,000 in back salary and medical payments to teachers and staff, state unemployment taxes and a loan from Ms. Guinyard.

On a parallel path, a group of investors with an interest in re-opening the school for the 2016–2017 school year have been in conversation with Urban Partnership Bank about purchasing the mortgage from the bank. This would gain time for necessary reorganization. This alternate plan will require that the school corporation continue to exist and serve as the operating entity for the school. A draft “Plan and Agreement for Change in Organizational Structure of Friends School in Detroit and Continuing the School” (attached) has been brought to the Board by a spokesman for the group of investors, and the Board has been actively involved in revising it and resolving details. The draft plan is brought today to Green Pastures Quarterly Meeting in the interests of communications and full disclosure, and to seek the Meeting’s agreement in principle that Green Pastures Quarterly Meeting will not demand the closure of the School corporation if the alternate plan goes forward.

After much consideration, the following minute was adopted.

Green Pastures Quarterly Meeting agrees to the points and principles embodied in the “Plan and Agreement for Change in Organizational Structure of Friends School in Detroit and Continuing the School” as presented to the Quarter on September 19, 2015 by the Board of Trustees of Friends School in Detroit. The names of all investors shall be identified immediately to the Board of Friends School in Detroit. Green Pastures Quarterly Meeting charges the Board to fully comply with and monitor this agreement.

The GPQM Clerk will communicate this minute to the Clerk of the Board of Friends School in Detroit.

The Business Meeting continued by addressing the following items.

[7] Appointment of Trustees

The meeting approves the appointment of Friends Jeff Cooper, Ellerie Brownfain and Kevin Howley to the Board of Trustees of Friends School in Detroit if they are willing to serve. The Nominating Committee will contact each one individually to confirm their willingness to serve. If any decline and the Nominating Committee identifies a replacement, the additional appointment may be approved by the three trustees of Green Pastures Quarterly Meeting. This minute was approved by the Meeting.

[8] Nominating Committee Report

April Allison stated that this winter there will be two openings on the Nominating Committee to replace current members April Allison and Don and Nancy Nagler. The Meeting appointed a naming committee consisting of Joan Sampieri and Ellerie Brownfain.

[9] Finance Committee Report

The Treasurer presented an amended budget proposal for the year July 1, 2015 – June 30, 2016. The proposed budget specifies income of \$ 12,857 from assessments of \$ 43 each for a total of 299 individuals and total expenses of \$ 13,550. The \$ 693 difference between income and expenditures will be covered by the Meeting’s assets of \$ 2,863. Compared with the draft budget presented in May, the proposed budget omits a \$ 250 planned expense for the McCree Dinner Program Ad and restores contributions to AFSC and FCNL to their 2014 – 2015 levels. The budget was approved.

[10] Treasurer's Report

The Treasurer's Report distributed at the meeting gives details of income and expenditures for the year 2014/2015. These total \$13,824 income and \$13,120.40 expenditures for a surplus of \$703.60 for the year. The bank balance as of June 30, 2015 was \$2,863.02. It was noted that Pine River's membership is currently 11 rather than 15 as shown in the report. The Treasurer's Report was approved.

[11] Friends Lake Community

Since Richard Tucker was traveling, John Williams reported briefly that this summer the Friends Lake Community is re-roofing the caretaker's cabin, and Michigan Friends Center is widening the parking lot. Green Pastures Quarterly Meeting would be welcome to hold its Fall Business Meeting at Michigan Friends Center.

[12] Midwinter Gathering

Grand Rapids is likely to host the Midwinter Gathering. Geoff Brieger will be in touch with the meeting about their plans.

[13] Announcement

Grand Rapids Friends celebrate the life and achievements of Betty Ford as a lifelong peace activist. How would the Quarterly Meeting in addition like to honor her? This should be an agenda item for the next Business Meeting.

[14] Adjournment

The meeting adjourned at 5:30 pm.

GPQM						
FINANCIAL RECORDS		2014/2015				
INCOME	# Members	Assessment	Date Rec'd	Payment	Difference	
MONTHLY MTG	Self reported LEYM			Rec'd		
Ann Arbor	127	124	5,332	1/11/2015	5,461	129
Birmingham		18	774	11/14/2014	774	
Detroit	23	21	903	10/29/2014	989	86
Grand Rapids		23	989	1/18/2015	989	
Holland		4	172	3/20/2015	200	28
Kalamazoo		33	1,419	3/20/2015	1,419	
Pine River		15	645	12/12/2014	645	
Red Cedar	76	89	3,827	11/20/2014	3,268	(559)
Quarterly Mtg Lunches:						
\$ collected - expenses				9/20/2014	9	9
				5/16/2015	70	70
TOTAL	327		14,061		13,824	(237)
EXPENDITURES	*Cashed by Bank	Budgeted	Date Sent	Amount Sent		
Administration		30				
State of Michigan	*		9/20/2014	20		
Stopped check #1059(FSD)	*		12/15/2014	34		
Adult Programs:		1,200				
Fall Mtg - Lunch						
Mid Winter-Travel-	*		11/24/2014	746.40		
Mike Green						
Marsha Green						
Youth Program		200				
Friends Lake Community	*	870	1/6/2015	870		
Michigan Friends Center	*	600	1/6/2015	600		
Friends School in Detroit	*	2,250	1/9/2015	2,250		
FSD McCree Program Ad		250				
AFSC	*	8,050	2/9/2015	8,050		
FCNL	*	350	3/18/2015	350		
Intsitute for Global Educ.	*	200	3/18/2015	200		
TOTAL		14,000		13,120.40	879.60	
BANK BALANCE:	6/30/2014	2,159.42				
(Checking Acct)	6/30/2015	2,863.02				
	Difference	703.60				

Plan and Agreement for Change in Organizational Structure of Friends School in Detroit and Continuing the School

The Friends School in Detroit will open and operate as a school for the 2016-2017 scholastic year in accordance with the following terms:

1. Investors interested in reopening the school will buy the 1st mortgage/note from Urban Partnership Bank by 10/1/2015. Within 10 days of the assignment, the following will occur:
 - (a) The new holder of the Mortgage will identify itself in writing to the Board of Trustees of the School with appropriate contact information.
 - (b) The new holder of the mortgage will confirm in writing to the Friends School in Detroit Trustees that the mortgage balance will be \$510,000, will bear interest at a fixed rate at approximately 4.5% per annum commencing 10/1/2015 and will be due in full by 6/1/2016. Final interest rate to be determined by the investors.
 - (c) The foreclosure process will be canceled. The investors agree to refrain from enforcing the purchased mortgage, including foreclosure, unless the mortgage remains unpaid after June 1, 2016.
2. Upon completion of the purchase of the mortgage by the investors, the FSD Board of Trustees will withdraw the current listing of the property and take the property off the market.
3. Friends School in Detroit will be responsible for monthly payments on the assigned mortgage up to \$2,500 which includes interest to be paid from the 2015-2016 operating budget.
4. If the School misses six monthly mortgage payments (either consecutive or cumulative) or if the mortgage remains unpaid after 6/1/2016, the Schools real and personal property will be listed and sold. In either such event, the investors may foreclose or otherwise enforce the mortgage.
5. The schools inventory, furniture or any other tangible or intangible personal property are not included in the purchase.
6. Other benefactors and organizations will give and lend sufficient money over a period of time to pay all existing indebtedness and some operating expenses of the

School, including (but not limited to) back pay of teachers and staff. This will occur no later than 6/ 1/ 2016 and may include a commitment from artist James Turrell to provide to the School up to \$1M in proceeds from the sale of his artwork. However, no additional indebtedness will be incurred as long as The Green Pastures Quarterly Meeting remains a member of the School corporation, except for repair or replacing the roof of the School's building.

7. Should the property need to be listed and sold after June 1, 2016, the holder of the first mortgage will be in the first position to be repaid, subject to outstanding water and sewer charges.
8. Upon full payment of the following debts on or before 5/13/2016, the Green Pastures Quarterly Meeting will within a month approve amending the Articles of Incorporation changing the organizational structure of the School corporation from a membership to a directorship corporation that will operate independent of the Quarterly Meeting.
 - Compensation due teachers and staff for the past school/fiscal year
 - 2nd mortgage holders
 - All unemployment taxes
 - Loan owed Ms. Guinyard
9. Parents and Board members who have loaned money to the School during the past fiscal year will accept this plan in writing and acknowledge in writing that they are willing to have the indebtedness owed to them remain unpaid before the Quarterly Meeting disassociates itself from the School Corporation.
10. By _____ the School will obtain qualification as a Friends School from the Friends Council on Education by meeting its guidelines for Friends Schools and will continue to remain qualified as a Friends School. If the School fails to do so, it shall change its name such that it will no longer be identified as a Friends or Quaker school.
11. If the terms of this plan and agreement are not met, the School's property shall be relisted for sale and sold to pay the School's indebtedness to the extent possible.