



# THE EPISCOPAL DIOCESE OF NEW YORK

Guidelines of the Standing Committee of the Episcopal Diocese of New York Regarding the Sale, Long-Term Lease or Mortgage by Congregations of Parish Real Property

Adopted by the Standing Committee on May 12, 2016

## I. POLICIES REGARDING SALES OF PROPERTY

The Standing Committee serves as the Council of Advice to the Bishop and has duties as prescribed in the Constitutions and Canons of the Episcopal Church and of this Diocese. The Standing Committee also has special responsibilities under the Religious Corporations Laws of New York State, including a requirement that approval of the Standing Committee be obtained prior to any Congregation entering into an agreement to sell, mortgage, or lease real property.

Parish Real Property – real property that includes the church building, additional church buildings used in the normal operation of the parish, church grounds, and the rectory, and other property – often represents a significant portion of the net assets of a Congregation, and therefore the sale of Parish Real Property by a Congregation usually represents a significant change to the overall financial standing and financial risk of the Congregation. Parish Real property is also a unique financial asset for religious institutions. The buildings of the church provide a communal focus for the parish and its community, and often represent the oldest asset in the parish’s possession. Further, real property has been seen to have unique investment characteristics, as the long term value of real property has characteristics of both stability and growth that are fundamentally different than other asset classes. Therefore it is incumbent upon the Standing Committee to provide financial oversight, regarding the disposition of gains from the sale of real property by parishes, that will result in further investments and endowments that will sustain the parish.

However, the importance of a Parish’s real property to its financial health and future varies according to whether the property (including the development rights – also known as ‘air rights’ – directly associated with the property) is:

- ❖ Patrimonial (the church building, rectory, and other church buildings used for the normal operation of the parish, and the grounds and development rights directly connected to those buildings)
- ❖ Long term real property, other than patrimonial (other property held for over 5 years)
- ❖ Short term real property, other than patrimonial (other property held for less than 5 years, such as property received through bequests)

As part of the Standing Committee’s fiduciary responsibilities to the Diocese and its Congregations, we want to ensure that the value of the net proceeds from Parish Real Property sales, are preserved as part of the permanent assets of the parish, while also allowing parishes to responsibly use their real property assets as part of their financial planning.

Therefore the Standing Committee adopts the following guidelines:

### Parish Patrimonial Real Property

The Standing Committee will only approve the sale of Parish Patrimonial Real Property if the Congregation enters into an agreement with the Standing Committee and the Bishop as follows:

1. Within ten (10) days of closing, substantially all (not less than 90%) of the proceeds of Parish Real Property sales shall be invested in the "Parish Endowment Management Service" (PEMS) of the Diocesan Investment Trust of the Diocese of New York, which shall manage the money in accordance with the guidelines which the Trustees of Estate and Property shall from time to time adopt. The balance of the proceeds, at the time of closing, may be used by the parish for immediate expenses or other investments.
2. PEMS shall be responsible for making investment decisions, and have sole responsibility for calculating the quarterly distribution for the parish's investment (to a maximum of 1.25%, on a quarterly basis, of the fund's principal as measured on a three year rolling average), and sending that distribution to the parish in a timely manner.
3. Any changes or exceptions to the investment or expenditure of these proceeds shall require the approval of the Bishop of New York and majority votes in favor by the Vestry of the Congregation and by the Standing Committee of the Diocese.
4. A proposal by the parish to acquire additional real property, accompanied by supporting business and mission plans, shall be considered a suitable alternate use of these proceeds, upon approval of the Bishop and Standing Committee.

### Long Term Parish Real Property, other than Patrimonial

The Standing Committee will only approve the sale of Long term Parish Real Property, other than Patrimonial Real Property (that is, real property held by the parish for more than 5 years) if the Congregation enters into an agreement with the Standing Committee and the Bishop as follows:

1. Within ten (10) days of closing, a substantial portion (not less than 75%) of the proceeds of Parish Real Property sales shall be invested in the "Parish Endowment Management Service" (PEMS) of the Diocesan Investment Trust of the Diocese of New York, which shall manage the money in accordance with the guidelines which the Trustees of Estate and Property shall from time to time adopt. The balance of the proceeds, at the time of closing, may be used by the parish for immediate expenses or other investments.
2. PEMS shall be responsible for making investment decisions, and have sole responsibility for calculating the quarterly distribution for the parish's investment (to a maximum of 1.25%, on a quarterly basis, of the fund's principal as measured on a three year rolling average), and sending that distribution to the parish in a timely manner.
3. Any changes or exceptions to the investment or expenditure of these proceeds shall require the approval of the Bishop of New York and majority votes in favor by the Vestry of the Congregation and by the Standing Committee of the Diocese.
4. A proposal by the parish to acquire additional real property, accompanied by supporting business and mission plans, shall be considered a suitable alternate use of these proceeds, upon approval of the Bishop and Standing Committee.

### Short Term Parish Real Property, other than Patrimonial

The Standing Committee will only approve the sale of Short Term Parish Real Property, other than Patrimonial Real Property (that is, real property held by the parish for less than 5 years) if the Congregation enters into an agreement with the Standing Committee and the Bishop as follows:

1. Within ten (10) days of closing, a majority (not less than 50%) of the proceeds of Parish Real Property sales shall be invested in the “Parish Endowment Management Service” (PEMS) of the Diocesan Investment Trust of the Diocese of New York, which shall manage the money in accordance with the guidelines which the Trustees of Estate and Property shall from time to time adopt. The balance of the proceeds, at the time of closing, may be used by the parish for immediate expenses or other investments.
2. PEMS shall be responsible for making investment decisions, and have sole responsibility for calculating the quarterly distribution for the parish’s investment (to a maximum of 1.25%, on a quarterly basis, of the fund’s principal as measured on a three year rolling average), and sending that distribution to the parish in a timely manner.
3. Any changes or exceptions to the investment or expenditure of these proceeds shall require the approval of the Bishop of New York and majority votes in favor by the Vestry of the Congregation and by the Standing Committee of the Diocese. However, exceptions to this guideline, based on specific requirements made with respect to a bequest to the parish, should be favorably received by the Bishop of New York and majority votes in favor by the Vestry of the Congregation and by the Standing Committee of the Diocese.
4. A proposal by the parish to acquire additional real property, accompanied by supporting business and mission plans, shall be considered a suitable alternate use of these proceeds, upon approval of the Bishop and Standing Committee.

## **II. LEGAL REQUIREMENTS**

The Canons of the Episcopal Church (National and Diocesan) and New York State law provide that religious corporations must obtain two separate consents—from the Bishop and the Standing Committee—as well as the permission of the appropriate New York State court in order to:

1. Sell real property. (This includes transfer of development rights and granting of easements.)
2. Lease real estate (including development rights) for a term exceeding five years. (This includes leases for fewer than five years with renewal terms that extend the lease beyond five years.)
3. Mortgage real property.

### **A. Provisions of the New York Religious Corporations Law (RCL)**

Attached to these procedures are the provisions of the RCL that apply to Episcopal congregations. The requirements for property transactions are found in §12.

### **B. Provisions of the Canons of the Diocese of New York**

In addition to the requirements of the RCL, the Canons of the Diocese of New York require that, if the property to be sold, leased or mortgaged “is used by the Congregation for regular religious services, the Standing Committee shall not give its consent until it shall appear to its satisfaction that notice of the application has been given to the Congregation” (Canon 20, Sec. 4). Therefore, if the property in question is the church building or a chapel, the Standing Committee will want to see evidence that the matter was presented to a regular or special parish meeting.

### **C. Need for competent professional counsel and advice**

It is essential for an applicant to obtain competent legal counsel and professional real estate advice at the earliest stage of consideration of a real estate transaction.

### III. APPLICATION TO THE STANDING COMMITTEE AND THE BISHOP

The application procedure is in two parts.

#### A. Notice of Intention

Because the Bishop and the Standing Committee deal regularly with property matters from all parts of the Diocese, they constitute a valuable source of experience and analysis.

As soon as the outlines of a potential property sale, mortgage or lease take shape, the parish sends a Notice of Intention to the Bishop and Standing Committee. The Notice of Intention is a letter describing the transaction in enough detail so that financial considerations and implications for mission strategy can be assessed.

The congregation will receive a reply that may offer suggestions, raise questions or flag potential areas of concern.

#### B. Application for Consent

When the proposed sale, mortgage or lease is in final form, the congregation makes formal application to the Bishop and Standing Committee for consent.

##### 1. Documents required

Following are the essential documents that must be furnished to the Standing Committee and the Bishop for their consents:

1. Letter of transmittal from an attorney or responsible person itemizing the documents submitted and describing fully the pertinent details of the transaction.
2. Copy of the complete signed contractual agreement.
3. Copy of the Certificate of Appraisal and the appraiser's report for property sales. For leases, there should be a statement from a licensed real estate rental agent stating the fair rental value of the property to be leased.
4. \*Copy of the Vestry resolution authorizing the property transaction. The Vestry resolution should also state the purposes for which the funds received will be used. A warden must certify the Vestry resolution, and the certificate must be notarized.
5. Evidence required by Canon 20, Section 4, if the property to be sold, leased or mortgaged is used for regular religious services,
6. \*Copy of the petition to the Supreme Court of the State of New York
7. \*Consent form for the signature of the President of the Standing Committee
8. \*Consent form for the signature of the Bishop of New York
9. \*In addition, for property sales the parish should execute the Investment Agreement and send it with the packet for signature by the Bishop and the President or Secretary of the Standing Committee.
10. With its application for approval of a long-term lease, a parish shall submit a proposed budget showing use of an appropriate portion of the rental income for:
  - insurance, utilities and maintenance costs
  - compliance with applicable legal requirements
  - capital improvements costs such as replacement of boiler windows and roof and repointing of façade;
  - taxes, where applicable; and
  - other reasonably expected costs allocable to the property, given its age, condition, legal requirements, and experience from prior years.

Where appropriate, the budget may take account of the lessee's responsibility for any such expenses. The budget should make specific provision for capital improvements expected to recur less frequently than each year.

The Standing Committee may condition any approval for a long-term lease on compliance with conditions appropriate to the circumstances, including but not limited to use of a sinking fund, investment of a portion of the rental income with the Diocesan Investment Trust or approval of the use of funds budgeted for capital repairs by the Standing Committee or its designee.

*\* Sample forms are attached. These should be modified as needed to fit the precise circumstances.*

The above are the documents absolutely required. The Standing Committee and the Bishop may, in certain circumstances, request additional documentation before consenting to the proposed transaction. Especially in cases that involve the church building or ancillary buildings adjacent to the church, additional information may be required. See Section III.B.4 below.

## ***2. Communications and Submission of Required Documents***

### ***2 a Timing***

The Standing Committee regularly meets on the first Thursday of every month except July and August when the Committee does not meet. The Standing Committee considers timely applications at its regular meetings, but the Committee may, for various reasons, defer decision to a later month.

Timely applications are those which are distributed to the members of the Standing Committee at least **fifteen** business days prior to the next regular meeting.

### ***2b Distribution of the Application and Submission of Required Documents***

It is the responsibility of the applicant to see that a complete copy of the full application is sent by that date to each member of the Standing Committee. The Property Support Director or the staff support to the Standing Committee can provide a list of the current members of the Standing Committee and their addresses. In addition, one complete copy should be sent to the diocesan office to the attention of the Property Support Director.

Submission of documents to the standing committee and all other requirements are the sole and complete responsibility of the parish seeking approval and only complete and fully executed documents per the Standing Committee's policies will be accepted for submission. Incomplete packages will not be accepted for Standing Committee consideration.

No correspondence concerning submissions to the Standing Committee regarding real estate transactions should be undertaken with any diocesan staff without prior notification to the Secretary of the Standing Committee.

### ***2c Required Presentation before Standing Committee***

The Rector or Priest in Charge and/or Wardens from a parish planning to sale, lease or mortgage a real estate church property should personally come before SC to discuss the details of such plans.

## ***3. Disposition of Proceeds***

### ***3a Disposition of Proceeds of Sale***

In accordance with the principles outlined in Section I, the Standing Committee and the Bishop will normally approve the sale of property only if the applying parish enters into a binding but revocable agreement governing the investment of the proceeds of the sale and the amount that will be used.

### ***3b Disposition of Proceeds of Long Term Lease***

In accordance with the principles outlined in Section I, the Standing Committee and the Bishop will normally approve the leasing of property only if the applying parish enters into a binding but revocable agreement governing the investment of the proceeds of the rent and the amount that will be used.

Subject to waiver or adjustment in appropriate cases (for example, a triple net lease where the tenant is required to pay for all repairs and maintenance), ten percent of the net of the rent received from long-term leases should be set aside to provide for repairs and maintenance of the rental property. These funds will be held by the diocese on behalf of the individual parish.

## ***4. Additional Review Considerations***

When appropriate, the Standing Committee may request some or all of the review documents described below in addition to the required legal documents listed in Section II.B.1 above. The five review areas outlined are guidelines that all congregations should consider in developing a real property transaction. Especially when the transaction involves any alteration to the church plant, the Standing Committee may want to see the relevant material listed below before rendering a decision.

### ***a. Legal Review***

- i) Summary of the parish's purpose in entering into the transaction.
- ii) Summary of the buyer's or lessee's purpose in acquiring the property.
- iii) Statement of the potential effect upon the parish's tax-exempt status.
- iv) Statement of current zoning designation and associated restrictions for the property and the surrounding area.
- v) Copy of zoning analysis, the proposed use of the property, and a description of all available utilities.
- vi) Summary of any legal restrictions on the use or disposition of the property (landmark status, deed or donor restrictions, etc.)

### ***b. Financial Review***

- i) Financial needs analysis and exploration of alternative funding resources.
- ii) Copy of parish financial reports for the preceding three years, the present annual budget and year-to-date income and expense report, and proposed budget for the next year if available.
- iii) Copy of most recent parochial report and audit.
- iv) Evidence that the parish is in good standing with the Diocese, that diocesan assessments have been paid and parochial reports and audits filed.

**Any parish that seeks to enter into a long-term lease or sell property and which is not up-to-date with its annual assessments is first required to go before the Adjustment Board prior to submitting a request to the Standing Committee so that the Diocese can determine the parish's global financial position and the impact a lease or sale may have on the parish's future and mission.**

- v) Documentation to substantiate buyer's or lessee's capacity to comply with the financial terms of the transaction, including project pro forma.
- vi) Summary of the steps by which the economic terms of the transaction were determined, including consultants used, studies made, fees paid and by whom.
- vii) Summary of proposed use and/or distribution of the proceeds.

**c. *Aesthetics Review***

- i) Space needs analysis.
- ii) Description of total church property, including condition and present uses.
- iii) Description of property included in transaction if less than total holdings.
- iv) Surveys—boundary, building, and topographic.
- v) Location map or plan showing properties within 500 feet of church property with owners indicated.
- vi) Photographs to show neighborhood character and the condition of church properties and adjacent properties.
- vii) Written description of project with alternative analysis, including “no-build” scenario.
- viii) Site plan @ 1” = 50’ minimum, building plans @ 1” = 16’ minimum, and a model, if available, to show proposed project. Drawings should indicate materials and relation to surrounding buildings or open space.
- ix) If no building plans were prepared as part of the transaction, a written description of future building and proposed design guidelines to protect parish aesthetics and neighborhood character. Proposed maximum future building envelope should be illustrated, showing location and relation to existing buildings.

**d. *Real Estate Review***

- i) Description of alternatives explored, including diagrams, drawings of alternative site plans, land use diagrams, pro formas or other studies.
- ii) Market studies and analysis.
- iii) Physical and economic comparison of project with and without church property (including air rights) to analyze benefits to purchaser of use of church property and/or air rights. This study will assist in determining sale price, substantiating appraisal and evaluating project impact on church property.

**e. *Mission Review***

- i) Description of Planning/Steering Committee selection, composition, start date, meeting frequency; evidence of interaction with congregation and community.
- ii) Description of condition and use of church property 10 years ago and today, with statement of anticipated needs in 10 years.
- iii) Description of the surrounding community 10 years ago, today, and in 10 years to the extent possible.
- iv) Description of parish role in the community, its history and present direction.
- v) List of parish goals and priorities, short- and long-term.
- vi) Description of how transaction fits with stated goals and priorities.
- vii) Analysis of benefits of the transaction to the parish other than financial, such as additional program space, etc.
- viii) Analysis of advantages and disadvantages of the transaction to the parish and the community from social, cultural, and aesthetic points of view (e.g., displacement, gentrification, community development)
- ix) Description of parish mission without proposed transaction.

**Communications and Submission of Required Documents to Standing Committee**

Submission of documents to the standing committee and all other requirements are the sole and complete responsibility of the parish seeking approval and only complete and fully executed documents per the Standing Committee's policies will be accepted for submission. Incomplete packages will not be accepted for Standing Committee consideration.

No correspondence concerning submissions to the Standing Committee regarding real estate transactions should be undertaken with any diocesan staff without prior notification to the Secretary of the Standing Committee.

### **Sample Forms for Submission to the Standing Committee**

Please note that the following forms should be modified as necessary to reflect the individual transaction.

Before submitting any documents, please review the **Principles and Procedures in Real Property Transactions**. As noted in the Principles and Procedures, the application procedure is a two part process:

#### **A. Notices of Intention**

**Notices of Intention** are due at least fifteen (15) business days before the meeting of the Standing Committee. Faxes are not accepted. The Standing Committee regularly meets on the first Thursday of every month except in July and August when the Standing Committee does not meet.

One copy of the notice of intent should be addressed and mailed to:

The Bishop and Members of the Standing Committee of the Episcopal Diocese of New York  
and Sara Saavedra  
1047 Amsterdam Avenue  
New York, NY 10025

#### **B. Application for Consent:**

Applications for consent must be submitted with the documents described in the Principles and Procedures.

Names and addresses of members of the Standing Committee and staff members to whom applications for consent are sent can be obtained by contacting Sara Saavedra at 212-316-7423 or [ssaavedra@diocesenyc.org](mailto:ssaavedra@diocesenyc.org).



**SAMPLE LETTER OF TRANSMITTAL FOR REQUEST TO SELL REAL PROPERTY**

The Bishop and Members  
of the Standing Committee  
of the Episcopal Diocese of New York  
c/o Sara Saavedra  
1047 Amsterdam Avenue  
New York, NY 10025

Dear. -----:

I am representing \_\_\_\_\_ in connection with applying for the consents of the Bishop and Standing Committee to authorize and complete the sale of property owned by the Church at \_\_\_\_\_. The information following is that requested in the Guidelines for applications prepared in January 2007 by the Standing Committee.

- I. 1) The transaction involves the sale of \_\_\_\_\_ (the Property) which is a \_\_\_\_\_ not needed for church purpose and presently \_\_\_\_\_.
- 2) The purpose of the transaction is to sell the Property and thereby eliminate an increasingly uneconomic investment, which is creating a strain on the Church's limited financial resources.
- 3) There are no approvals necessary to consummate the transaction other than the approvals of the Standing Committee and Bishop and the Supreme Court of the State of New York. Evidence of the Vestry action on the matter is set forth in Exhibit \_\_\_\_ annexed to the Petition and submitted herewith.
- 4) The proposed Petition intended to comply with Religious Corporations Law section 12 and Not-for-Profit Corporation Law section 511 is submitted herewith.
- 5) The sales contract is annexed to the Petition as Exhibit \_\_\_\_\_. It contains the usual terms and conditions for sale of a \_\_\_\_\_ in New York and is conditioned upon the seller obtaining the statutory consents required of a religious corporation. The purchaser has obtained a mortgage commitment from the \_\_\_\_\_ in the amount of \$\_\_\_\_\_.
- 6) I have prepared all the legal documents on behalf of the Church and believe them to be in order.
- 7) When the Church determined it could no longer afford to maintain the Property, it was listed for sale with real estate brokers in the \_\_\_\_\_ area. The present contract is the only firm offer to buy that has been received in the six month the Property has been listed. It is believed the contract price reflects the fair market value of the Property.
- II. 1) The prospective buyer's purpose in purchasing the Property will be to \_\_\_\_\_.

- 2) The customary prudent man rules of credit-worthiness will be followed.
- 3) The Church is aware of no restrictions on the use or disposition of the Property.
- 4) The Property is not used for the regular religious services of the Church. (If used for religious services, see Diocesan Canon 18).

Sincerely,

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THE FOREGOING IS ONLY A GUIDE. MODIFY AS NECESSARY TO MEET THE INDIVIDUAL SITUATION.

**SAMPLE PETITION FOR SALE OF REAL PROPERTY**

Supreme Court of the State of New York County of

.....  
In the matter of the Application of .....

Petition Index No.

(Insert corporate title of Church)

**Petitioner**

For leave to Sell Certain Real Property :

.....

**TO THE SUPREME COURT OF THE STATE OF NEW YORK:**

The Petitioner of (name of church)  
New York, respectfully shows:

- 1. Petitioner is a religious corporation duly organized and existing under the Religious Corporations Law of the State of New York.
- 2. The Name of directors of Petitioner and their places of residence are as follows:

Rector:

Churchwardens:

Vestrymen:

- 3. The activities, objects and purposes of Petitioner are to conduct divine worship and other religious and charitable activities according to the doctrine, discipline and usages of the Protestant Episcopal Church in the United States of America.

- 4. (a) The real property owned by Petitioner and proposed to be sold consists of \_\_\_\_\_(description and location\_\_\_\_\_ (hereinafter referred to as “the Property”).

(b). The fair market value of the Property is approximately \$\_\_\_\_\_. This value determined by \_\_\_\_\_.

(c) The debts and liabilities of Petitioner and the manner in which they are secured are as follows:

5. (a) Petitioner proposes to sell the Property to \_\_\_\_\_(purchaser) \_\_\_\_\_ pursuant to the terms of the contract annexed hereto and made a part hereof. The consideration of \$ \_\_\_\_\_ to be received by Petitioner from the proposed sale is to be used for \_\_\_\_\_
- (b) The dissolution of Petitioner is not contemplated after the sale of the Property.
6. The consideration and the terms of the proposed sale are fair and reasonable to Petitioner and the proposes of the Petitioner as above expressed will be promoted by such sale in that \_\_\_\_\_
7. The subject sale has been authorized by vote of the Vestry (being the directors) of Petitioner in accordance with law at a meeting duly called and held pursuant to a resolution duly adopted (a certified copy of which is annexed hereto and made a part hereof and as Exhibit\_\_\_\_\_).
8. (a) The consent of the members of Petitioner’s congregation is not required by law for the proposed sale.  
 (b) The subject sale has been duly authorized by the Bishop of the Diocese of New York and by the Standing Committee of said Diocese (whose respective consents are annexed hereto and made parts hereof as Exhibits \_\_\_\_and\_\_\_\_).
9. This Petition is made pursuant to Article 5 of the Not-for-Profit Corporations law, both of the State of New York, which have been complied with.
10. No previous application has been made for the relief herein requested.

Wherefore, petitioner prays for an order of this Court granting permission to sell \_\_\_\_\_ County of \_\_\_\_\_ and State of New York as set forth in this Petition and to execute and deliver all necessary documents in connection therewith.

Dated:

(Corporation Title of Church)

By: \_\_\_\_\_

**CONSENT OF THE BISHOP**

This is to certify that I, the Right Reverend Bishop of the Protestant Episcopal Church in the Diocese of New York, to which \_\_\_\_\_ belongs, do hereby consent that an application may be made by \_\_\_\_\_, in communion with the Protestant Episcopal Church in the Diocese of New York, to the Supreme Court for permission to sell and convey its real property known as \_\_\_\_\_ for the sum of \$\_\_\_\_\_ all as more fully described in the Petition herein, the proceeds to be used for the purpose more particularly set forth in said Petition.

Dated: New York, New York  
\_\_\_\_ day of \_\_\_\_\_, 200\_\_

\_\_\_\_\_  
Bishop of the Protestant Episcopal Church  
in the Diocese of New York

STATE OF NEW YORK    )  
  :ss. :  
COUNTY OF NEW YORK    )

On the \_\_\_\_ day of \_\_\_\_\_, 200 \_\_, before me personally came the Right Reverend \_\_\_\_\_, Bishop of the Protestant Episcopal Church in the Diocese of New York, to me known and known to me to be the person described in and who executed the foregoing instrument and duly acknowledged to me that he executed the same

\_\_\_\_\_  
Notary Public

**CONSENT OF STANDING COMMITTEE**

This is to certify that the Standing Committee of the Protestant Episcopal Church in the Diocese of New York, to which \_\_\_\_\_ belongs, does hereby consent that an application may be made by \_\_\_\_\_, in communion with the Protestant Episcopal Church in the Diocese of New York, to the Supreme Court for permission to sell and convey its real property known as \_\_\_\_\_ for the sum of \$ \_\_\_\_\_ to \_\_\_\_\_ all as more fully described in the Petition herein, the proceeds to be used for the purpose more particularly set forth in said Petition.

In witness whereof said Standing Committee has caused these presents to be subscribed by its President, \_\_\_\_\_ day \_\_\_\_\_ of \_\_\_\_\_, 200\_\_.

\_\_\_\_\_  
President of the Standing Committee  
of the Protestant Episcopal Church  
in the Diocese New York

STATE OF NEW YORK )

:ss.:

COUNTY OF NEW YORK )

On the \_\_\_\_ day of \_\_\_\_\_, 200\_\_\_\_, before me personally came duly sworn. Said that he resides at: \_\_\_\_\_, that he is the President of the Standing Committee of the Protestant Episcopal Church in the Diocese of New York, that the foregoing consent is subscribed by himself at the direction and on behalf of the said Standing Committee, and he thereupon acknowledged said instrument to be the act of said Committee.

\_\_\_\_\_  
Notary Public

At a Special term, Part,  
of the Supreme Court of the  
State of New York, held  
and for the County of New York,  
on the day of 200

Present:

Honorable

Justice

\_\_\_\_\_ X  
In the Matter of the Application of

THE RECTOR, CHURCHWARDENS AND VESTRYME  
of In THE CITY  
COUNTY OF

Petitioner,

for Leave to Sell Certain Real Property

\_\_\_\_\_ X

ORDER GRANTING  
LEAVE TO SELL  
CERTAIN REAL  
PROPERTY OF  
RELIGIOUS ORPORATION

Index No:

Upon reading and filing the Petition of THE RECTOR, CHURCHWARDENS AND  
VERTRYMEN OF In the city a New York religious  
corporation, duly verified the day of , praying for an order of this court granting  
Petitioner permission to sell and convey certain of its real property to for the  
sum of , and to execute and deliver al necessary documents in connection therewith, all  
as more fully described in said Petition, and upon reading and filing a certified copy of the  
Resolution passed at a meeting of Petitioner’s vestry held on as well as the consents of the Bishop of  
the Diocese of New York, and of the Standing Committee of said Diocese;

Now, on motion of attorney for Petitioner, it is

ORDERED, that Petitioner hereby is granted permission to sell and convey to pursuant to  
the Petition herein and the contract annexed thereto as Exhibit I, the following described real  
property:

All that certain plot, piece or parcel of land, with the buildings and improvements thereon  
erected, situate, lying and being in the City, County and State of New York, bounded and  
described as follows:

FUTHER ORDERED that Petitioner hereby is authorized to execute and deliver all  
necessary documents in connection with completing such sale and conveyance pursuant to said  
Petition and contract, and to receive and apply the consideration for such sale and conveyance to the  
purposes set forth in said Petition.

ENTER:

\_\_\_\_\_  
J.S.C.

**(CORPORATE TITLE)**

Certified Copy of Resolution Adopted by the Vestry of

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The undersigned, a (Warden of Vestryman) of \_\_\_\_\_Church name and address\_\_\_\_\_, a corporation duly organized and existing under the Religious Corporations Law of the State of New York, does hereby certify that the within and following is a true, full and complete copy of the resolution duly adopted by at least two-thirds of the entire membership of the Vestry, at a meeting duly called and held on\_\_\_\_\_, 200\_\_, at which the Rector was present and presided, and at which at least two-thirds of the entire membership of the vestry were at all times present and voting; and that said resolution has not been rescinded, annulled or revoked.

RESOLVED, that the Rector or any Warden be, and they hereby are, authorized to enter into a contract for the sale of \_\_\_\_\_ to\_\_\_\_\_(purchaser)\_\_\_\_\_for the sum of \$\_\_\_\_\_and upon such terms and conditions as the Rector and Wardens, with the advice of council, believe to be reasonable and necessary, and that the rector or any Warden be, and they hereby are, directed to do any and all acts and to execute and deliver all such documents that may be necessary to complete such sale including obtaining the consents of the Bishop and Standing Committee of the Diocese of New York and the leave of the Supreme Court of the State of New York

IN WITNESS WHEREOF, I have hereunto set my hand as Warden and affixed the seal of said corporation this \_\_\_\_day of \_\_\_\_\_, 200\_\_.

\_\_\_\_\_  
(Title)

STATE OF NEW YORK        )  
  : ss. :  
COUNTY OF                    )

\_\_\_\_\_(Name)\_\_\_\_\_, being duly sworn deposes and says: that he is the (Rector, Warden or Vestrymen) of \_\_\_\_\_(church name and address)\_\_\_\_\_, a religious corporation, Petitioner in the within action; he has read the foregoing Petition and knows the contents thereof; the same is true to his own knowledge. Deponent makes this verification because Petitioner is a corporation and deponent is an officer thereof.

\_\_\_\_\_  
(Signature)



Sworn to before me this \_\_\_\_\_ day of \_\_\_\_\_, 200\_\_

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THE EPISCOPAL  
DIOCESE OF  
NEW YORK

**INVESTMENT AGREEMENT**

The agreement is entered into by the Vestry of (parish, city) \_\_\_\_\_, the Standing Committee of the Episcopal Diocese of New York, and the Right Reverend Mark S. Sisk, Bishop of New York.

The parties covenant and agree as follows:

1. This agreement governs the disposition of the proceeds of the sale of \_\_\_\_\_ in the amount of \$ \_\_\_\_\_.
2. The proceeds shall be invested in the "Parish Endowment Management Service" (PEMS) of the Diocesan Investment Trust of the Diocese of New York, which shall manage the money in accordance with the guidelines which the Trustees of Estate and Property shall from time to time adopt.
3. In accordance with those guidelines, the "PEMS" shall be responsible for making investment decisions and for calculating and distributing to the parish quarterly the amount to be made available.
4. Any changes or exceptions to the investment or expenditure of these funds shall require the approval of the Bishop of New York and majority votes in favor by the Vestry of \_\_\_\_\_ and by the Standing Committee of the Diocese.

The signatures of the Officer of the Vestry and the Officer of the Standing Committee attest that the foregoing was duly agreed to at a regular or special meeting.

\_\_\_\_\_  
For the Vestry

\_\_\_\_\_  
Date

\_\_\_\_\_  
For the Standing Committee

\_\_\_\_\_  
Date

\_\_\_\_\_  
The Bishop of New York

\_\_\_\_\_  
Date