

**Burke Community Church**  
**Council of Elders Special Meeting Minutes**  
**December 30, 2017, 9:00 a.m.**  
**Discussion Leader: Richard Dick**

**Attendees:**

Bob Ashton (Elder), Darren Brown (Pastor), Richard Dick (Elder), Curt Hammill (Elder), Gordon Kesting (Elder), Allen Miller (Elder), Joe Terry (Elder)

The meeting opened with prayer at 9:02 a.m.

**I. Business**

<b>Discussion Lead</b>	<b>Topic</b>
Pastor Darren/Curt Hammill	Consider need for special congregational meeting and attorney's subsequent recommendation to submit a resolution to the Fairfax County Circuit Court without the special congregational meeting

**II. Meeting Notes**

- a. **Background of Special Meeting.** Early in the last week of December, 2017, the attorney for Burke Community Church (BCC) asked the Council to consider calling a special congregational meeting in order to ask the congregation to approve the church's trustees and to authorize the trustees to agree to the specific terms of the financing agreement with United Bank. The elders questioned the need for such a congregational meeting and provided documents suggesting that no such meeting would be required, since the congregation had already authorized the elders to proceed with the building project and to seek financing. The elders also pointed out that by BCC's by-laws the elders, not the congregation, appointed the trustees. The attorney subsequently prepared a resolution for the court to consider without a special congregational meeting. In accordance with BCC's by-laws, elders Curt Hammill and Richard Dick requested a special elder meeting to consider the attorney's recommendation. Due to inclement weather, the meeting took place via teleconference.
- b. **Discussion and decisions.** Pastor Darren reviewed the current situation (outlined above). The attorney, out of an abundance of caution, had expressed concern that the existing documentation (May 2017 congregational meeting minutes) might not be seen by the court as having sufficient information for the court to issue an order authorizing the BCC trustees to enter into the financing arrangements with United Bank. As noted above, Pastor Darren had subsequently provided the attorney with the points and additional documentation (publicly available November 18, 2017 elder council meeting minutes). Pastor Darren pointed out in today's meeting that the loan would not close until late January 2018 because of the need for a completed appraisal; since the attorney intends to file BCC's resolution about January 5, 2018 and the court will likely take three to six weeks to issue the resolution (assuming no difficulties), the loan and the resolution processes should conclude about the same time. The attorney believes that there is little risk of the court refusing the resolution, given the church's documentation.

The Council voted unanimously to authorize the attorney to move forward with filing the resolution, subject to any wording adjustments agreed between the attorney and Pastor Darren. The current text of the resolution is appended below.

The meeting ended with prayer at 9:45 a.m. and was adjourned.

Respectfully submitted by  
Richard Dick,  
Clerk of the Council of Elders

**RESOLUTION OF THE MEMBERS  
AND COUNCIL OF ELDERS  
OF BURKE COMMUNITY CHURCH**

I, the undersigned officer of **Burke Community Church** (Church), do hereby certify that the following is a true and correct copy of a Resolution properly moved, discussed and by at least a two-thirds (2/3) vote adopted by the Council of Elders (Elders) of the Church at a duly called meeting of the Elders held November 18, 2017, at which a quorum of the Elders were present and voting throughout:

WHEREAS, at a duly called business meeting on May 21, 2017, the Members of the Church approved a proposed building project and authorized the Elders and Trustees to negotiate terms with financial institutions to finance at least a portion of the project; and

WHEREAS, United Bank has offered 1) a **\$8,500,000** construction loan at 3.98% APR for a 2-year term with an extension of an additional 8 years upon completion of construction and 2) a **\$1,000,000** letter of credit for use in connection with the above building project at a variable interest rate of the "Prime Rate" plus .5% APR for a term not to exceed 2 years (collectively the "Loan"); and

WHEREAS, the Elders have determined that United Bank's offer of the Loan provides the best terms for the Church; and

WHEREAS the Elders, based on the Members' prior approval, authorize the Trustees to execute those documents necessary to facilitate closing the Loan, it is hereby,

**RESOLVED** that the proposed Loan from United Bank is hereby accepted, and further it is

**RESOLVED** that the Trustees are hereby authorized to file a Petition with Fairfax County Circuit Court for Court authorization for the above transaction and, upon Court authorization, the Trustees are further authorized and directed on behalf of the Church to execute those documents necessary to close the loan including but not limited to, the promissory note, deed of trust, loan agreement, and all other such documents as United Bank may reasonably require to close the loan. Page 2 of 2

I further certify that the foregoing Resolution has not been modified or rescinded in any respect and is in full force and effect.

IN WITNESS WHEREOF I have affixed my name this day of December, 2017.

**Burke Community Church**

Richard Dick,

Clerk of the Council of Elders

COMMONWEALTH OF VIRGINIA

COUNTY/CITY of \_\_\_\_\_, to wit:

I hereby certify that on this \_\_\_\_ day of \_\_\_\_\_, 2017, before me, a Notary Public in and for the jurisdiction aforesaid, Richard Dick, being the person who signed the foregoing Resolution of the Members and the Council of Elders of Burke Community Church, as a duly authorized representative of the Church, and acknowledged that he executed the foregoing document as a free and voluntary act for the purposes therein contained.

My Commission expires:

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

Notary Registration No.: \_\_\_\_\_

(End of document)