

WOODFORDS CONGREGATIONAL CHURCH

Reuse and/or Disposition of the Parish House Developer's Information Packet and Request for Proposals

March 1, 2011

Introduction

Woodfords Congregational Church, UCC through its Council of Ministries, seeks proposals for the disposition and reuse of up to all of the Parish House (approximately 21,100 SF) including Memorial Gym which is part of the 43,700 square foot facility that is located at 202 Woodfords Street in Portland, Maine. The Church consists of the Parish House, the Chapel and Cloister, and the Sanctuary on approximately 1.9 acres with vehicle access from Woodfords Street and Beacon Street. The property straddles three City of Portland Zones B1, B2, and R5.

Woodfords has a membership of 595 and is governed by the Governing Body, which is the membership assembled in a Congregational Meeting. Under Article 5 of the By Laws of the Church the Governing Body has the ultimate authority to purchase, sell or mortgage any real property. A Council of Ministries is appointed by the Governing Body for long term strategic planning and oversees the financial administration of the Church including real property (Article 7).

Background

Over the last three decades there have been dramatic changes in the demographics of our community and other socio-economic, technological and cultural changes that have impacted church membership and participation in general and the strength of our financial resources. These changes are neither unique to Woodfords Congregational Church, nor unique to New England religious institutions as a whole. Not unlike most institutions in the northeast, Woodfords Church is in the midst of a paradigm shift of how we organize, govern ourselves and manage our assets.

In January of 2010, the Council of Ministries made a decision to acknowledge these cultural changes and to recommend that the Church develop a strategic planning process to pro-actively set a vision and plan for Woodfords Church for the next five to ten years. The Council agreed that it was necessary to re-position ourselves so that Woodfords will be here 100 years from now. On February 10, 2010, the Governing Body of Woodfords, the membership of the church, overwhelmingly gave its support to endorse a strategic planning

process and committed \$10,000 to support this effort and authorized the hiring of Carol Wishcamper to facilitate the process.

The work began with a *Community Visioning Workshop* on March 25 with better than ninety-five members in attendance. During this four hour workshop, participants identified over forty-five trends that impact attendance, participation and our life as a spiritual family. Participants were asked to brainstorm how these changes should be managed or what opportunities do these change present to the Church. The Congregation asked that more information regarding the needs of the building and a long term financial plan be developed as we begin to consider alternatives and options for our future.

The Building and Resource Subcommittee held three forums in late fall to engage the Congregation in discussions about the future of the building. In the first session, *Building Workshop I: Getting Started* participants identified their greatest hopes and fears about potential changes to the building's future use and developed a list of principles to guide future decision making about the building.

This was followed by *Building Workshop II: Design Charrette*. At this workshop held on November 17, the 45 participants adopted the following Guiding Principles:

- ❑ Ensure that uses of the building are consistent with our mission and enables our church to remain a beacon for the community.
- ❑ Promote a planning and decision-making process that is open, inclusive and transparent and leads to strong support for a specific proposal.
- ❑ Maximize accessibility and respect the needs and relationships of the congregation and our community partners.
- ❑ Provide flexibility to serve current and future needs.
- ❑ Develop a financially viable and sustainable model, including use of realistic financial and membership assumptions.
- ❑ Promote sustainable practices.

Participants also worked with actual floor plans of the church building to identify new opportunities and purposes for the building that would meet our financial objectives and still meet the mission of the Church and the established Guiding Principles. These suggestions were used by the Building and Resource Subcommittee to develop alternative financial models to present at the final workshop.



At the December 6th *Workshop III – Financial Models and Decision Making*, the Building and Resources Subcommittee presented several alternative twenty year financial plans for the care and maintenance of the church as well as other operating budget assumptions for both revenues and expenses. It was done to demonstrate how different proposals would affect space utilization, fiscal health and future budgets of the Church. The recommendations included both long-term physical and operational changes to Woodfords Church and its real estate assets.

On February 6, 2011, the Governing Body, the collective membership of the Church present and voting at the 139th Annual Meeting of the Church voted to authorize the Council of Ministries to solicit Requests for Proposals for reuse and/or disposition of up to the entire square footage of the Parish House. The adopted Resolution is attached as Exhibit I to this package.



On February 23, 2011, the Council of Ministries appointed an AD-HOC Woodfords Church Steering Committee to coordinate the development of this proposal and to bring a recommendation to the Governing Body for its consideration and Action.

History of Woodfords Church Building

The first Woodfords Church opened its doors on April 14, 1872 across Woodford Street (then known as Spring Street) from the site of the present Parish House. A congregational society had been formed in 1867 by residents of the neighborhood, some of whom belonged to the Fourth Parish which met at the old Bradley Meeting House on Capisic Street.

Until 1871, Woodfords Corner was part of the town of Westbrook. A separate town, Deering, was formed and existed until 1899, when the area was absorbed into the city of Portland. By the mid-nineteen twenties, the average Sunday school attendance (including children’s and adults’ classes) reached 1,178, and the Parish House was built and dedicated in 1926. The Maine Sunday Telegram praised the new building as “a model plant for complete activities in the modern church life.” The three-story building has a large hall (Memorial Hall), kitchens, a gymnasium, meeting rooms of various sizes, offices, and classrooms. From 1926 until the present, the Parish House at Woodfords has been a community resource where many non-profit groups meet.

The present Church and the Cloister were dedicated in 1956, and the Meloon Chapel in 1957. From the Cloister, you may observe or enter a formal garden sheltered between the Sanctuary and the Chapel. The garden contains a number of memorial plants and furnishings. It is a “Memorial Garden” in that it also contains a number of cremains.

Our Church and Parish House are at times used by other denominations as a meeting place when their own facilities are not large enough, and by individuals and families for important occasions. Many people from all walks of life are guests at weddings and memorial services, educational, commemorative, and support meetings here. Woodfords Church, with its bright steeple visible from so many places in the city, is honored to be a place of community in Portland.

In 2008 Woodfords entered into a five year lease with the Portland Conservatory of Music for 4,867 square feet within the Parish House. This represents the largest source of non member income to the Church.

Description of the Church Property

The Church, located at 202 Woodfords Street, Portland, Maine consists of the Parish House, the Chapel and Cloister, and the Sanctuary on approximately 1.9 acres with vehicle access from Woodfords Street and Beacon Street. The property straddles three City of Portland Zones B1, B2, and R5.

The total building floor space is approximately 43,700 square feet (SF) on four levels including the ground level (basement).

Parish House. The three story masonry brick Parish House was constructed in 1926 to serve as classrooms, offices and recreational facilities for the Woodfords Church that at that time was located across Woodfords Street where the Jones and Rich funeral home is now located.

The third floor, approximately 4,020 SF, has ten rooms, presently leased to the Portland Conservatory of Music (PCM) as classrooms and an office. The second floor, approximately 5,520 SF, has 13 rooms used both as offices and classrooms, plus three restrooms (two on the stairway landing between 1st and 2nd floors). The first floor, approximately 3,150 SF, has five rooms used as offices, a reading room, meeting rooms, plus two rest rooms (and a balcony over the meeting hall). The ground floor (or basement), approximately 5,030 SF, has a large meeting room (Memorial Hall) a commercial kitchen, three meeting rooms, plus two rest rooms.

Also on the ground floor adjoining the Parish House is a gymnasium, approximately 3,400 SF, opening directly into Memorial Hall.

Cloister and Chapel. The Cloister and Chapel were completed in 1957. The first floor of the Cloister, approximately 1,200 SF, comprises a small entrance to the chapel, a small project

room, and a library. The ground floor (or basement) of approximately 1,200 SF, comprises offices and food storage rooms,

The Chapel comprises one large room approximately 2,040 SF. Underneath the Chapel is one large meeting room (Seeley Hall), approximately 2,040 SF.

Sanctuary and Narthex. The Sanctuary was completed in 1956. The main floor, approximately 7,455 SF comprises the Sanctuary, Chancel and Narthex (entrance). The ground floor (basement), approximately 7,360 SF, contains music rooms, meeting rooms, storage and two rest rooms. A balcony over the rear of the Sanctuary is approximately 940 SF.

Floor plans are included in Exhibit II to show the above arrangements. Note that an elevator serving all floors was added in 1996, but is not shown on the plans.

The aerial view of the property shows the arrangement of the buildings and parking lot on the property. The paved parking areas can accommodate approximately 100 cars. See Exhibit III.

Construction. The Parish house is solid masonry with plaster walls and ceilings. The Sanctuary and steeple are steel frame with thick brick masonry walls. The Cloister and Chapel are wood frame with brick masonry veneer. Pitched roofs are asphalt shingles; flat roofs are rubber membrane. New (Paradigm double glazed) windows were installed in the Parish House over the past 5 years. New (double glazed) windows were installed in the Sanctuary about five years ago. A sprinkler system was installed about 1996 in most building areas. Elevator was added in 1996.

Utilities. A single oil fired (#2 oil) steam boiler supplies heat to all building areas. Fuel consumption is approximately 15,000 gallons annually. A low pressure gas main is available in Woodfords Street, but is not connected to the buildings. Offices are cooled using window air conditioning units.

The property is served by Portland Water District at two metered locations. Central Maine Power is the electricity supplier.

City of Portland Information. While certainly not taxable, the City of Portland has estimated the land value at \$610,600 and total building value at \$2,194,960. The current assessment ratio is 1.

Request for Proposals Process

Woodfords Congregational Church, UCC through its Council of Ministries and Ad Hoc Steering Committee, seeks proposals for the disposition and reuse of up to all of the Parish

House which is part of the 43,700 square foot facility that is located at 202 Woodfords Street in Portland, Maine.

The Governing Body is the awarding and contracting authority and reserves the right to reject any or all proposals, to waive minor informalities or irregularities in any proposal and to make an award in any manner consistent with the law and deemed to be in the best interests of the Woodfords Congregational Church. This process is being coordinated and managed by the Ad Hoc Woodfords Steering Committee appointed by the Council of Ministries on February 23, 2011. Committee members are Al Bingham, Carol Gillis, Jeffrey K. Jordan, Jennifer Southard and Ed Suslovic.

Pre-Proposal Facility Tour. A facility tour will occur at **2:00 p.m. on Monday, March 7, 2011.** Bidders are strongly encouraged, though not required to participate in the facility tour. The tour will be conducted by Al Bingham, a retired registered engineer and Chair of Woodfords Real Property Committee and Ed Suslovic, a Woodfords Church member. Members of the Ad Hoc Woodfords Steering Committee are invited and may attend as well. Ed and Al will meet bidders in Memorial Hall, the large meeting room on the ground floor of the Parish House.

Proposals Due. Sealed proposals marked “*Parish House Reuse Proposal*” must be received at the Church Office of Woodfords Congregational Church, 202 Woodfords Street, Portland, Maine before **2:00 p.m. on Tuesday, April 5, 2011.**

Proposal Selection. The Ad Hoc Steering Committee will review proposals and may or may not elect to interview all those submitting developers. The Committee will present a recommendation to the Governing Body and seek authorization to enter into negotiations for a Development Agreement with the selected developer.

Anticipated Schedule. The time line for this process anticipates the following:

- ❑ Facility Tour Monday, March 7, 2011 at 2:00 pm.
- ❑ Developer Proposals due April 5, 2011 by 2:00 pm.
- ❑ Ad Hoc Committee reviews and selects Development Proposals for interview, April 14, 2011.
- ❑ Interviews with selected developers, April 26, 2011.
- ❑ Congregational workshop with Ad Hoc Steering Committee and selected developer to discuss proposals and answer questions, Sunday, May 15, 2011.
- ❑ A Congregational Meeting will be called for Sunday, May 22, 2011 to consider the recommendation of the Steering Committee and vote to accept one development proposal.

Availability of the Property

The property will be available for disposition or reuse upon the completion of a final sale agreement between the Woodfords Congregational Church and the selected proposer. The terms of this agreement will be negotiated with the selected proposer and be based in part on terms provided herein and on terms proposed by the developer in their response to the RFP. The developer, in their proposal, should clearly stipulate suggested terms that will be necessary to implement and complete the real estate sale and on-going ownership and operations of the facility.

Shared Facility Use

Unique to the concept of this RFP is that the property and its infrastructure will be in whole or in part shared for long term use by two separate ownership entities. This condition will provide many benefits in terms of development and operating cost efficiencies but will also require carefully planned and creatively crafted agreements between the two parties. Additionally, Woodfords Church has an informal shared parking agreement between Woodfords Church, the Woodfords Club and Jones and Rich Funeral Home, going back many decades, that allows for each group's "overflow" parking needs and should be considered by proposing developers. Woodfords Church would also entertain a "creative division" of space that may allow Woodfords to share some of the common areas of the building.

Existing Tenants

Woodfords Church has several existing lease agreement, most of which are tenant at will arrangements. The Church is currently in one formal agreement, with the Portland Conservatory of Music, to lease a substantial portion of the third floor (and miscellaneous other spaces) in the Parish House. This lease will terminate January 15, 2013. While Woodfords Church is under no obligation to extend this lease, the Conservatory has been a compatible tenant and has expressed an interest in a continued collaborative tenant relationship with Woodfords Church.

Redevelopment Objectives

The objectives of Woodfords are the disposition of the Parish House property that includes both short and long-term direct financial returns and long-term indirect benefits. The Church recognizes that few potential municipally permit-able uses will maximize both objectives. However, the Church will give high priority to proposals that include an appropriate mix of these objectives. The selection of a proposal by the Church will be made on the combined basis of price and benefit.

Regarding price, the Church wishes to maximize the financial returns from its disposition of the Parish House property through the combination of immediate returns from sale

proceeds which will also allow the church to consolidate and reinvest in the Cloister, Chapel and Sanctuary portion of the building.

Regarding benefit, and in light of the uniquely proposed shared use of the greater property, the Church also wishes to enter into a long term synergetic partnership with the developer to assure that the proposed use is consistent with the mission of the church and is consistent with the Guiding Principles adopted by the Governing Body that are being used to direct this process (see page 2 and the Resolution adopted by the Congregation, Exhibit I). Much weight will be given to developers who submit a proposal that demonstrates this long-term benefit to Woodfords Church.

Woodfords also requires that the developer's proposal will cover all cost of building maintenance and capital reinvestments in the Parish House building to assure that the property is maintained at a high level and covers all ongoing operational costs for the space used. The developer will also be required to coordinate and pay all costs associated with the municipal planning and zoning approvals for redevelopment of the property which may also include the consolidation of existing Church functions located in the Parish House to the Sanctuary wing.

Woodfords Church recognizes that, at this current proposal stage, there are and will remain for some time, many variables and unknown conditions that could greatly influence the development potential, and therefore the value of this property. Accordingly, it is not a requirement or a prohibition of this RFP that developers submit a specific purchase price proposal. Alternatively, and probably more reasonably, it is a requirement that developers submit an approach for determining a purchase price, based on likelihood of specific variables and assumptions, alternative scenarios and associated value implications. In other words it is NOT the intent of the RFP for proposers to invest substantial effort into design and development analysis, but rather to have developers invest in developing a proposal that outlines how the developer will best meets the objectives of Woodfords Church.

Developer's Requirements

Developer's Agreement. The developer will agree to enter into a Development Agreement (presumably in the form of an option agreement to purchase) with the Woodfords Congregational Church, which will stipulate, at a minimum, the following items as well as additional items that the parties may deem appropriate:

- (1) That the developer will undertake all development activities at their own risk and pay all costs associated with planning, investigations, reports, rezoning and municipal approvals for the entire property, including portions that will remain in Woodfords' ownership. After approvals are secured, all design, remediation, demolition, building permits and construction costs will be borne separately by the selected developer and Woodfords relative to portions of the property each will own.

- (2) That complete or partial demolition or substantial modification of the exterior of the building is subject to Woodfords approval;
- (3) That the proposed project for reuse, reconstruction or new construction must commence within one year from the date of transfer of ownership;
- (4) That if the developer proposes to use the facility for a purpose which requires the payment of real estate taxes to the City of Portland for any portion of the facility that is retained by Woodfords Church, that it must enter into an agreement with Woodfords to pay all local real estate taxes assessed on the property including any extension of property tax liability extended on the portion of the building under the control of the Church. Such agreement will be binding on successors in interest as well as the original developer;
- (5) That proposed use shall be consistent with uses allowed under the Zoning Ordinance of the City of Portland as currently permitted or as may be approved by the City for Zone Change or Contract Zone.
- (6) That the developer will include in their proposal a schedule of option payments and approvals benchmark and extension dates that include payments that will be applied toward the purchase price at each of:
 - a) agreement signing (\$20,000);
 - b) six months after agreement signing (\$5,000);
 - c) 12 months after agreement signing (\$5,000);
 - d) 18 months after agreement signing (\$5,000), and
 - e) Agreement will expire if a purchase is not completed in 24 months after agreement signing.

Developers Information

The following information must be provided as part of any submission. The term “developer” means any legal entity that is proposing to acquire and redevelop the property.

- (1) Names, addresses, telephone numbers and principal contact persons for the following members of the development team, as applicable:

- Developer
 - Architect (if known)
 - Contractor (if known)
 - Attorney (if known)
 - Management and/or leasing agent (if applicable).
- (2) Name(s) of the Developer's principal(s) or executive(s).
 - (3) Name of the Developer's proposed project manager.
 - (4) Description of the Developer's legal organization, including a listing of all officers (i.e., non-profit or for-profit corporation, partnership, limited partnership, public agency, etc.) and history.
 - (5) Description of the Developer's experience with similar projects, as applicable.

Developers' Questions:

Questions by developers regarding this proposal should be addressed to the Ad Hoc Woodfords Steering Committee via email to the attention of Jennifer Southard, at jensouthard@gmail.com. The committee will strive to distribute responses via email to all prospective developers in a timely fashion.

Submission Requirements:

General Requirements. Six (6) copies of the proposal must be submitted to the Ad Hoc Woodfords Steering Committee, c/o Woodfords Congregational Church, 202 Woodford Street, Portland, Maine 04103 by **2:00 p.m. on Tuesday, April 5, 2011.**

Multiple proposals or options of proposals that envision different uses or offer different terms and conditions by the same Developer must be submitted separately.

Format and Content. The Proposal shall consist of four (4) parts: Proposal Letter, Project Description, Detailed Financial Information Package, and Developer Information.

1. Proposal Letter – The proposal letter shall include a formal letter of transmittal, on the proposer's letterhead, that briefly summarize the proposal, incorporating by reference the remaining required components of the proposal (Project Description, Detailed Financial Information Package, and Developer Information).
2. Project Description – The following information regarding the use and impacts of the proposed reuse of the building must be submitted:

- ❑ A description of the type of use proposed for the building. For a proposal to develop the building for lease to others where the exact nature of the future tenancy has not been determined, this section should identify the general market toward which marketing efforts will be directed (for example: elderly, low income or other housing, institutional or professional office) and whether the building will be designed for owner occupancy, single-tenant or multi-tenant use.
 - ❑ A description of the types and levels of benefits that the Church will receive as a result of the proposed renovation and re-use of the building. This section shall describe ways in which the proposed use will directly or indirectly benefit Woodfords and be consistent with the Guiding Principles.
 - ❑ General projections of the amount of traffic to be generated by the use, including both average total daily traffic and peak-hour traffic. Finalists may be asked to provide a more detailed traffic assessment.
 - ❑ Estimates of the area of the site to be allocated to the following uses: building footprint, and parking requirements.
3. Financial Information – Proposals should include the following information relating to the financial aspects of the proposed reuse:
- ❑ A specific purchase price offer or approach to formulating a purchase price. Such offer may be made contingent on receipt of any required variances and/or permits applied for and obtained at the developer’s risk.
 - ❑ Proposed level of investment/development costs.
4. Developer Information – All requirements described in the Developer Information section above including the mail and email addresses of the contact person for the organization.

Factors of Consideration:

In making a decision on the successful proposal, the following factors will be considered:

- (1) The economic benefit to Woodfords Church from the purchase price that Woodfords Church will receive pursuant to the purchase and redevelopment proposal;

- (2) Consistency with the Guiding Principles identified in the Resolution approved by the Governing Body;
- (3) The projected date for commencement and completion of the development project;
- (4) The amount of time required to effect (?) the transfer of ownership;
- (5) The impact of the project on the existing Woodfords infrastructure;
- (6) The compatibility of the proposed reuse with the surrounding neighborhood or the compatibility of any new construction with the surrounding neighborhood, and, if appropriate, the existing building;
- (7) The financial stability of the proposed developer in past development projects (credit history and bank references required);
- (8) The development capability of the proposed development team based on references, previous development experience, and success with projects of similar size and type; and
- (9) Likelihood that any proposed use could comply with the existing zoning as currently permitted or as approvable by the City for Zone Change or Contract Zone.

Review of Proposals

The Ad Hoc Committee or Governing Body may reject any or all proposals if considered in the best interest of the Church. Final selection shall be by a majority vote of the Governing Body under the recommendation of the Ad Hoc Committee. The Church may waive any informality with respect to any proposal that can be waived or corrected without prejudice to other proposers, potential proposers or the Woodfords Congregational Church. The Woodfords Church may request personal interviews with proposers, presentation by proposers to the Governing Body and/or tours of similar completed projects.

In determining the best overall proposal, the Ad Hoc Committee and Governing Body will consider whether or not all aspects of the RFP have been addressed in a satisfactory manner; whether or not the minimum requirements as set forth in these specifications are met; overall direct and indirect benefits to the Woodfords, including financial; and the demonstrated ability of the developer.

Interviews.

For those proposals which are deemed “worthy of further consideration”, interviews with the Ad Hoc Committee may be scheduled. Proposers may be asked to make formal presentations at these interviews and following the presentations, one or more proposers may be asked to submit the following additional information:

1. A development cost analysis indicating and estimate of total project cost broken down by component.
2. Evidence of the financial feasibility of the project, in one of the following formats as applicable:
 - ❑ For developers who are proposing to renovate the building and market it for lease - a pro-forma statement for the first five years of operation.
 - ❑ For developers intending to market office or residential use - a prospectus indicating the financial aspects of the project from the perspective of the intended occupant.
 - ❑ For end users who are proposing to renovate the building for their own use – a budget indicating the ability to pay projected expenses.
3. The source of equity and the likely source and terms of financing for the project. If the proposer is a public entity and would depend upon bond indebtedness or upon grants either from a higher level of government or in conjunction with the City , statements should be provided from the applicable agency indicating interest in the proposed project and the likelihood of approval of bonds or grants.
4. A development timetable listing dates of the following:
 - ❑ Financing Applications
 - ❑ Permitting, Zoning and Approvals
 - ❑ Closing of sale
 - ❑ Financing in place
 - ❑ Start of Construction
 - ❑ End of Construction
 - ❑ Occupancy

WOODFORDS CONGREGATIONAL CHURCH
RESOLUTION ADOPTED BY THE GOVERNING BODY ON
FEBRUARY 6, 2011

Whereas, the Congregation on October 23 voted to ask the Strategic Planning Committee's Building and Resource Subcommittee to initiate a series of workshops to undertake space planning activities with the intent of evaluating and planning for the long term needs of the Church and ways to maintain the building in a sustainable way; and

Whereas, the Building and Resource Committee held those workshops with over 140 members or friends participating during November and December; and

Whereas, the Committee solicited recommendations from participants on the principles that should guide the decisions by the Congregation on the reuse or repurposing of space within the Church building; and

Whereas, the Committee developed a twenty year capital and operating budget model for the purpose of providing order of magnitude estimated revenues, investments and expenses that would be needed to continue current operations as well as some alternative space utilization and cost sharing models; and

Whereas, participants were asked to discuss and evaluate new opportunities for repurposing a variety of spaces within the Church complex involving Memorial Hall, the gym, the Parish House and the Sanctuary; and

Whereas, it was the overwhelming opinion of the participants at the final workshop and the Committee that the Congregation authorize the continued exploration of the repurposing of up to all of the space within the Parish House; and

Whereas, the financial models demonstrated that in addition to the cost sharing or divestiture of space within the Parish House it is also necessary to either double the size of our congregation or partner with another religious or spiritual organization to share our Sanctuary space;

Be it therefore Resolved, that the Governing Body of Woodfords Congregational Church hereby adopts the following principles to guide future decisions on the reuse of the church building:

- ❑ Ensure that uses of the building are consistent with our mission and enable our church to remain a beacon for the community;
- ❑ Promote a planning and decision-making process that is open, inclusive and transparent and leads to strong support for a specific proposal;
- ❑ Maximize accessibility and respect the needs and relationships of the Congregation and our community partners;
- ❑ Provide flexibility to serve current and future needs;
- ❑ Develop a financially viable and sustainable model, including use of realistic financial and congregational size assumptions and
- ❑ Promote sustainable practices.

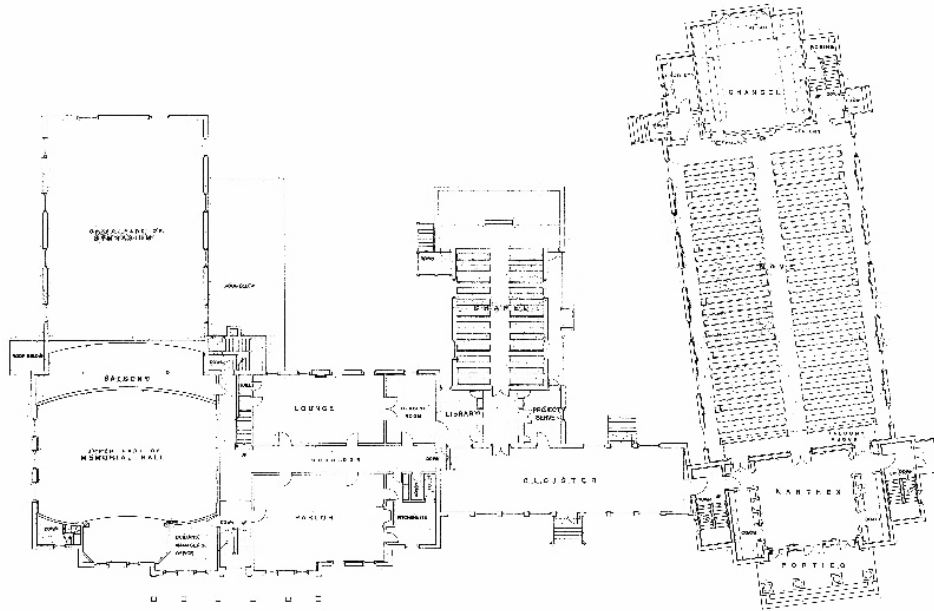
Be it Further Resolved, that the Congregation hereby authorizes the Council of Ministries to solicit proposals and seek alternative reuse and ownership options of up to all of the space within the Parish House through an open and transparent process; and

Be it Further Resolved, that the Congregation hereby authorizes and directs the Council of Ministries to reach out to other religious and spiritual congregations or organizations that would be willing to share our Sanctuary space and to also work on growing the current membership of Woodfords Congregational Church; and

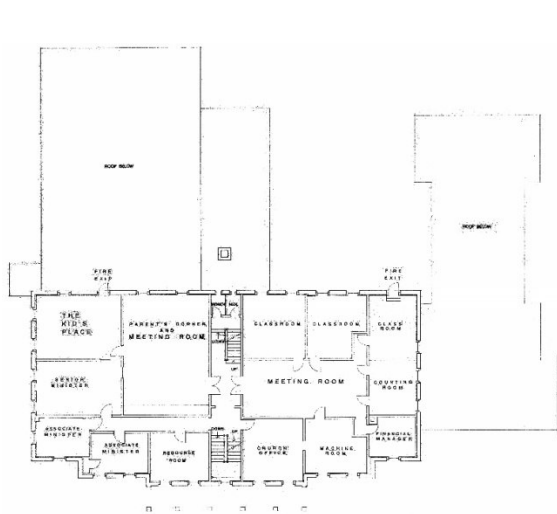
Be it further Resolved, that the Congregation hereby directs that the Council of Ministries appoint an AD HOC Woodfords Church Steering Committee to oversee and carry out the directives of this Resolution with adequate authority and financial support as authorized from time to time by the Council of Ministries to sufficiently and expeditiously administer its charge in the best interest of Woodfords Congregational Church.

Exhibit II

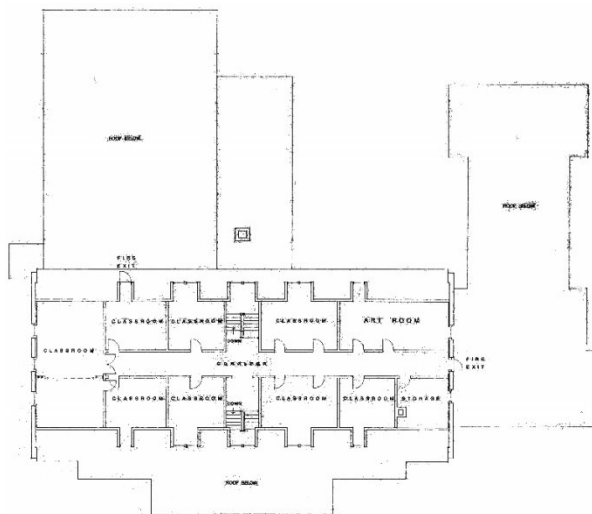
FLOOR PLANS AND MAPS



First Floor



Second Floor



Third Floor

Exhibit III



ZONING MAPS – SEE SEPARATE ATTACHMENTS