



**GoldsteinHall**  
ATTORNEYS AT LAW

Client Focused. Results Driven.

## **Who is My Neighbor?**

**Maximizing Real Property for Mission and/or  
Income**

***Trinity Reformed Church  
and  
Messiah Lutheran Church***

**Pace Zoom Session Four  
July 21, 2020**



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## Who Are We?

**Jason Labate**, Senior Associate, Goldstein Hall, PLLC Attorneys at Law

**Jaclyn Tyler**, Architect AIA LEED AP – Principal Nexus Creative Architecture & Design. 2020 AIA Westchester – Hudson Valley Immediate Past President, Board of Director's AIA New York State

**John D. Fry**, Architect AIA LEED AP – Principal Nexus Creative Architecture Planning & Design, Board of Director's Westchester Municipal Planning Federation

**Willy L Zambrano**, Architect AIA LEED AP – Principal Zambrano Architectural Design, AIA New York State Regional Representative to AIA National Strategic Council

**Tiffany B. Zezula, Esq.**, Deputy Director, Land Use Law Center at Pace

**Peter Cook**, Executive Director, New York State Council of Churches

**Rev. Dr. William Huston Wilkinson**, Pastor / Teaching Elder, The First Presbyterian Church, Medina, NY



Phase 1 – Preliminary Conversations

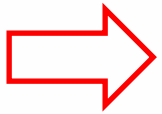
Phase 2 – Preliminary Predevelopment conversation

Phase 3 – Church decision to prepare RFP/RFQ

Phase 4 – Bids (RFP), Proposals (RFQ)

Negotiations – church & development partners

Phase 5 – Joint Partnership seeking funding



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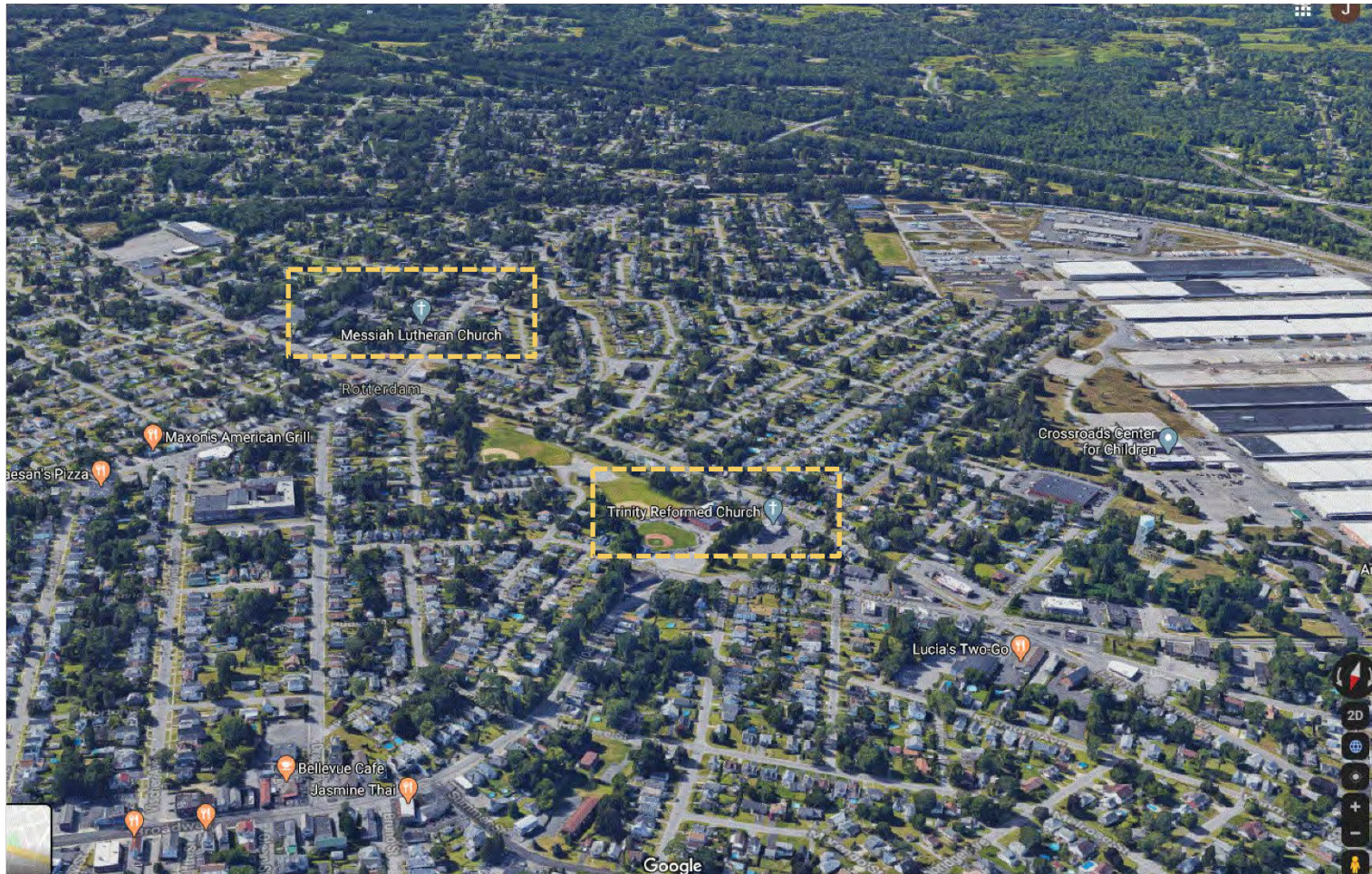
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# Rotterdam Aerial



**Rotterdam Contextual Aerial**







# Messiah and Trinity Properties



**Messiah Lutheran Church**



**Trinity Reformed Church**





# Messiah Masterplan



Messiah in Your Lifetime: A Strategic Plan for 2020 – 2025

## + VISION STATEMENT +

We believe God's vision for Rotterdam, Schenectady County and the greater Capital Region is a community grounded in human connection and sustainability\*, where everyone can live abundantly, where everyone can learn from our diversity and where everyone can live free from fear.

\* In this document we define sustainability as "addressing present economic, social and environmental realities without compromising the ability of future generations to do the same." For a visual representation, please see the Venn diagram to the right.

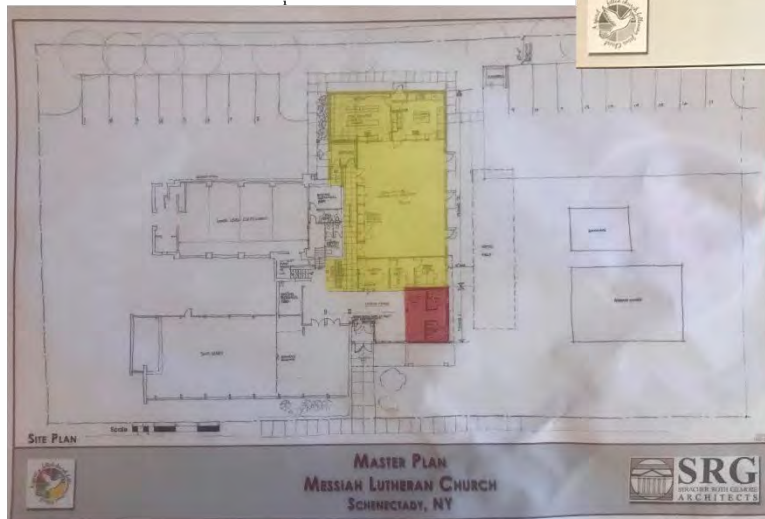
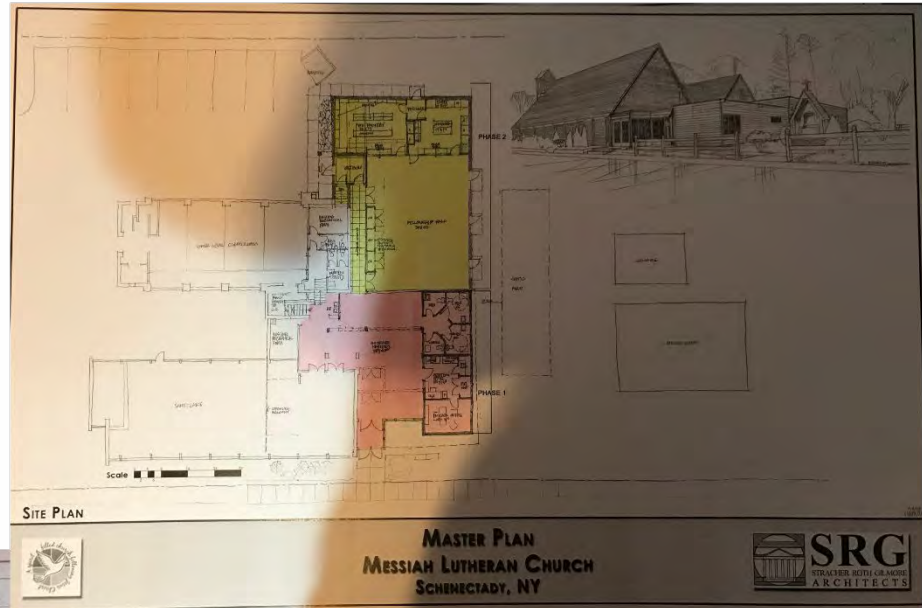


## + CORE VALUES +

**We are a welcoming and inviting congregation.** Grounded in Hebrews 13: 1-2, "Let mutual love continue. Do not neglect to show hospitality to strangers, for by doing that some have entertained angels without knowing it," we believe everyone is created in the image of God and therefore we welcome and actively invite all people into full participation in the body of Christ without regard to race, nationality, ethnicity, ability, marital status, gender identity or sexual orientation.

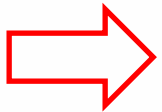
**We are a proactive congregation.** Grounded in Acts 1:8, "...you will receive power when the Holy Spirit has come upon you; and you will be my witnesses in Jerusalem, in all Judea and Samaria, and to the ends of the earth," we believe the Holy Spirit empowers and leads us as we prayerfully take risks, develop innovative ministries and get to work witnessing to Christ through word and deed.

**We are a learning congregation.** Grounded in Psalm 25: 4-5, "Make me to know your ways, O Lord; teach me your paths. Lead me in your truth, and teach me, for you are the God of my salvation; for you wait all day long," we believe that justified by grace we can freely question, discover and grow in our understanding of the Good News of Jesus Christ through worship, faith formation, social action and fellowship.





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# Legal, Planning and Architectural first concerns/ first steps with maximizing your space towards discovering opportunities



# Steps to Space Maximization

- 1) Decide action is required (Phase 1)
- 2) Gather documents and implement reconnaissance (Phase 2)
- 3) Assemble your team (Phase 2)
- 4) Evaluate (Phase 1-3)
  - 1) Internal and external needs, desires and values
  - 2) Internal and external support / opportunities
- 5) Define, establish compass points, create a 'plan' (Phase 2-3)
- 6) Approve and implement the 'Approvals Process' (Phase 4-5)
  - 1) Internal
  - 2) External
- 7) Implement 'Plan' (Phase 5)



# Evaluate – Ownership and Organization

## 1) Ownership

### 1) (How) do you own your property

- a. Hierarchical Body
- b. Directly
- c. Affiliate

### 2) Are there restrictions on your property

- a. Deed Restrictions/ Easements
- b. Landmarking
- c. Zoning/Building Code Issues

### 3) Do you have a survey

## 2) Organization

### 1) Who is the body that approves real property decisions

### 2) Does the congregation need to approve

### 3) Are you part of a hierarchical structure





# Evaluate – Internal & External Need & Value

## 1) Need

### a) Internal

- i. Mission/Income

### b) External

- i. Housing and Homelessness

## a) Value

### a) Internal

- i. What are these spaces worth to Religious Organization

### b) External

#### a) Appraisal

- i. Cost, Sales, Income

#### b) Broker Opinion of Value

#### c) Asset Mapping



# Evaluate – Tax Considerations

- Income Tax
  - UBIT
- Real Property Tax – 420a
  - Owner's Use
    - Owned by a corporation or association organized or conducted exclusively for religious, charitable, etc. Purposes
    - Used exclusively for carrying out thereupon one or more of such purposes either by the owning corporation or another such corporation as hereinafter provided shall be exempt from taxation as provided in this section.
  - If licensed/leased
    - Licensee/tenant used exclusively to carry out thereupon one or more of the owner's purposes
    - Moneys paid for such use **do not exceed the amount of the carrying, maintenance and depreciation charges of the property or portion thereof.**



# Evaluate – Funding Opportunities

- Lender's
  - Community Development Financial Institutions (CDFI's)
  - Religious Institution Lenders
  - Commercial
- Grantors
  - Capital Campaign
  - Grant Funds
  - Discretionary Funds
  - Technical Assistance
- Partners
  - Tenant
  - Joint Venture Partner
  - Purchaser
- A secular nonprofit affiliate may help





# Solicit & choose a product, plan and partner

1. Asset Based Community Development
2. Broker
3. Request for Proposal



Approval – External – Real Property

# Attorney General & Court Approval

FOR SALE, MORTGAGE or LEASE  $\geq$  5 Years

- Demonstrate consideration is fair, reasonable and in the best interest of the Mission-Driven Organization
  - If the organization has debts how they will be repaid
  - Exceptions when transferred to a religious or nonprofit corp
- Must have an appraisal
- Must have evidence of value of consideration if the consideration is not cash
- Must demonstrate the certainty that the consideration will be received by the Organization.
- Must be approved by Directors and Members (if any)



Approval – External – Real Property

# Just Court Approval

- A. Protestant Episcopal church
  - the bishop
  - standing committee
- B. Roman Catholic Church
  - the archbishop
- C. Ruthenian Catholic Church of the Greek rite
  - the bishop
- D. African Methodist Episcopal Zion Church
  - the bishop
- E. Presbyterian Church
  - Presbytery
- F. United Methodist Church
  - superintendent and the preacher in charge
  - the charge conference
- G. Reformed Church
  - the trustees of the Classis with which said church is connected.





# Approval – External – Merger

Must Petition the Supreme Court of the State of New York with approval from governing body to which the church belongs and specifically requires:

1. United Methodist Church
  - superintendent
  - the charge conference
2. Protestant Episcopal church
  - the bishop
  - standing committee

The Court may require a notice of hearing to be given to interested parties therein in such manner and for such time as it may prescribe

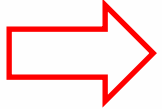
The new or surviving corporation shall be liable for all the debts and liabilities of the former corporations in the same manner and as effectually as if said debts or liabilities had been contracted or incurred by the new or surviving corporation



***Trinity Reformed Church  
and  
Messiah Lutheran Church  
  
Rotterdam***



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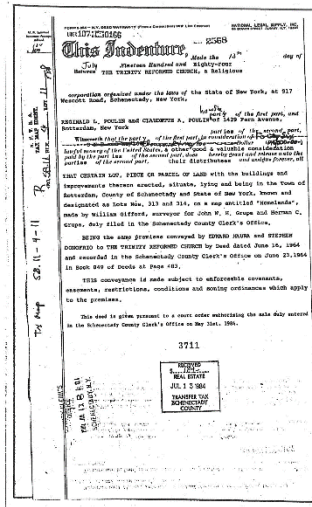
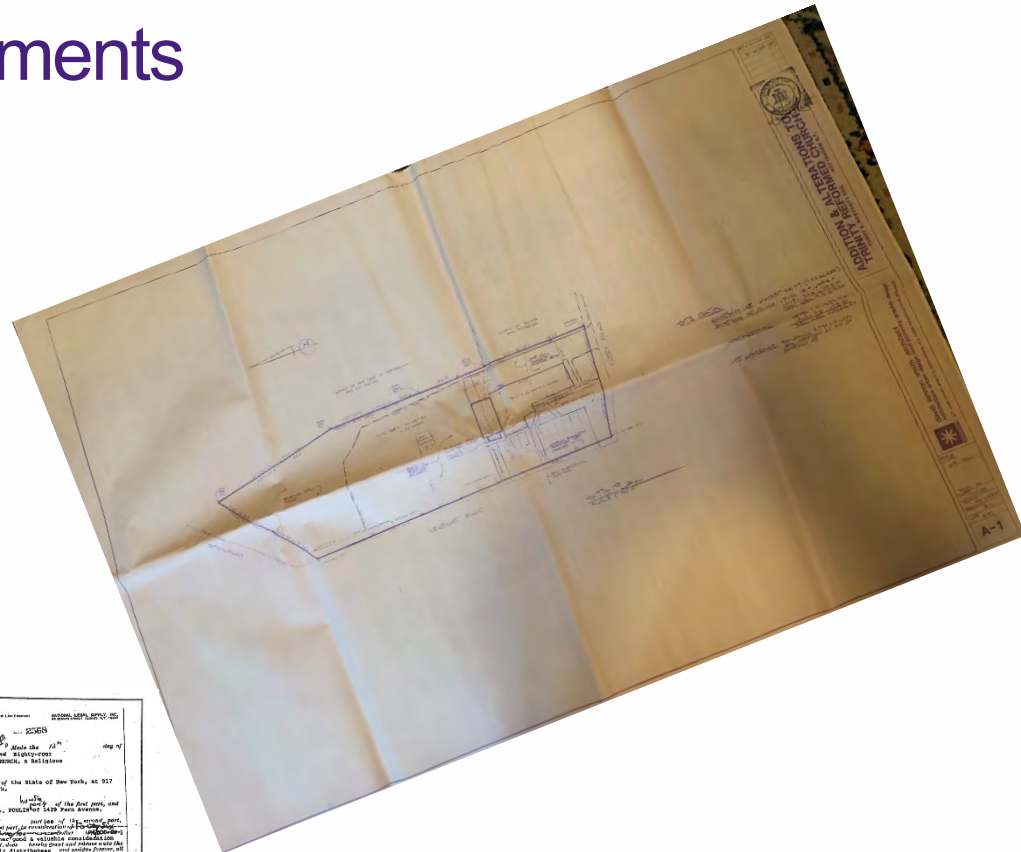
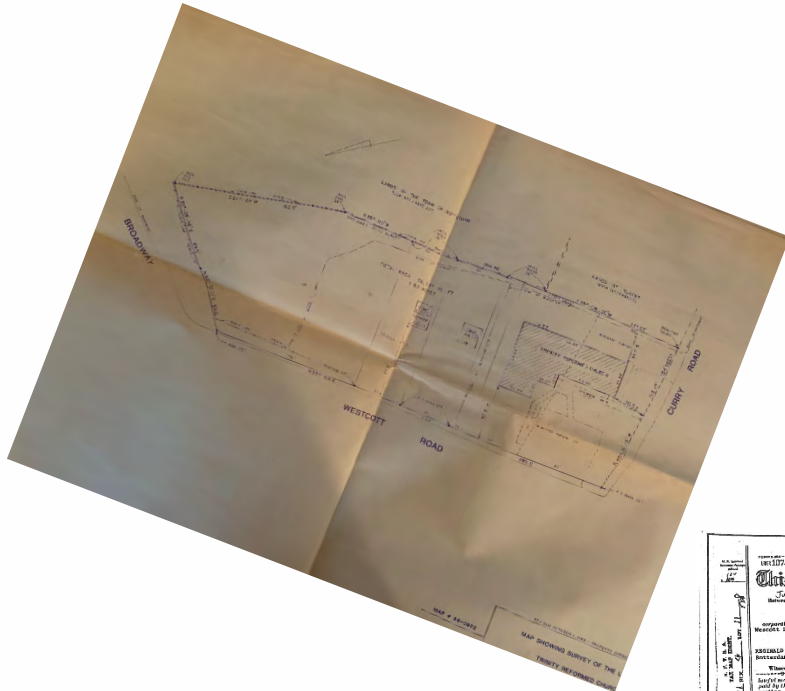
## Decide action is necessary

Leadership of each Church has recognized synergy between the two churches

- Revenue
  - No immediate need for funding, but Messiah has a master plan to update and make accessible their current church
- Mission
  - Exploring affordable housing, desire community market, exploring other options.



# Assemble Documents





## 1. Corporate Documents

- Messiah Certificate of Incorporation
- Messiah Constitution, Bylaws and Continuing Resolutions

## 2. Property Documents

- Messiah Strategic Plan
- Messiah Space Use Policy
- Trinity Deed

## 3. Architectural Documents

- Messiah Master Plan
- Trinity Survey, Trinity DOT Sale map



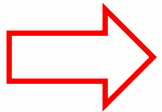


Assemble Team





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# What is Citizen Engagement?

- Citizens of a community are “engaged” when they play an effective role in decision-making
- They are actively involved in defining the issues, identifying solutions, and developing priorities for action and resources.

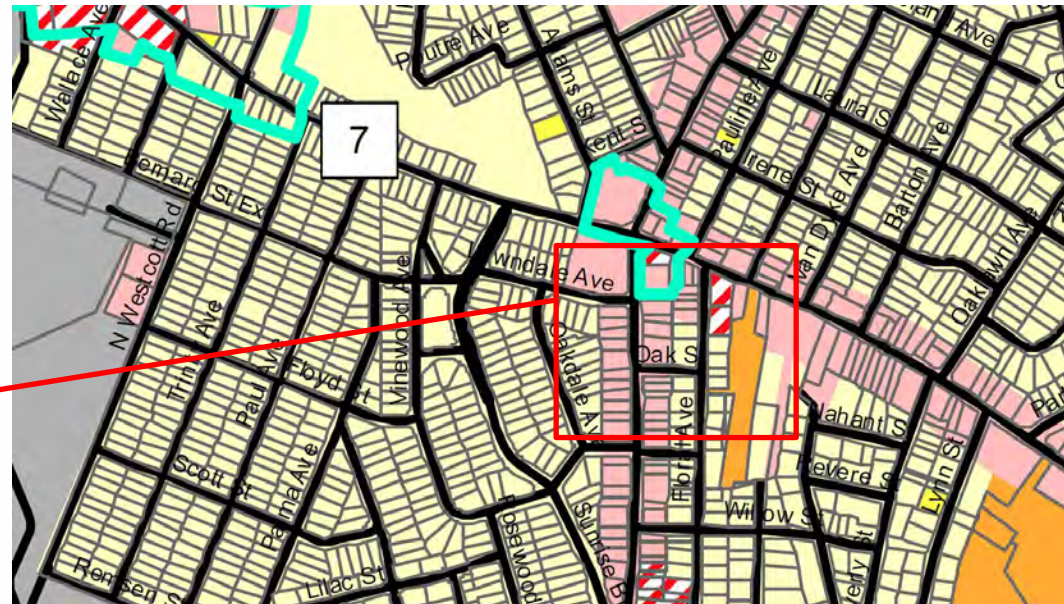




- The solution is NOT IMMEDIATELY CLEAR to all the parties
- The parties FUNDAMENTALLY DISAGREE on the best solution
- The decision is likely to have FAR REACHING IMPACTS
- The decision is likely to be CHALLENGED



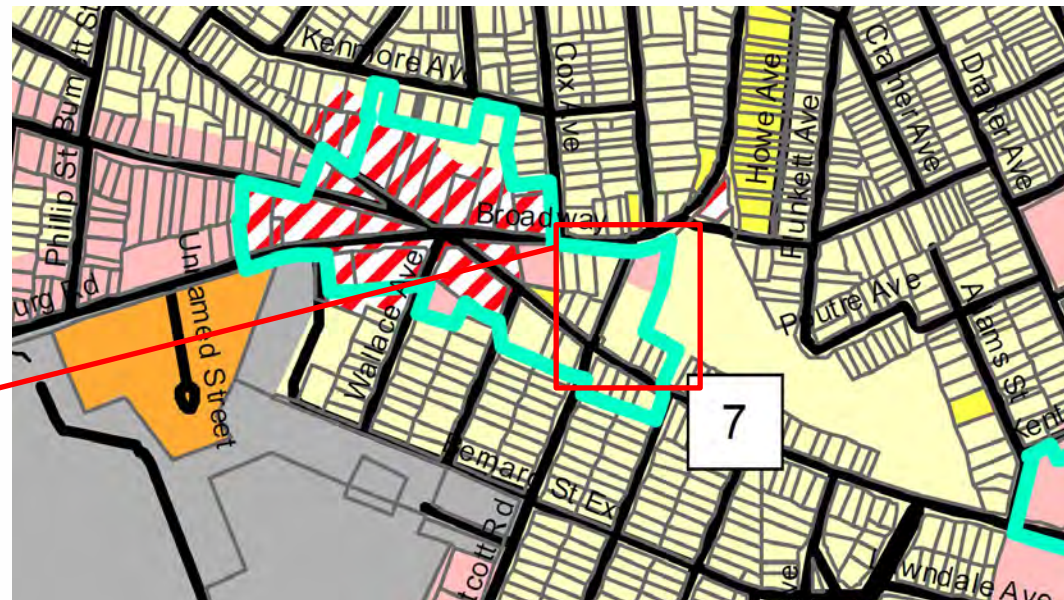
# Zoning Map & Planning Reconnaissance



## Messiah Lutheran Church



# Zoning Map & Planning Reconnaissance

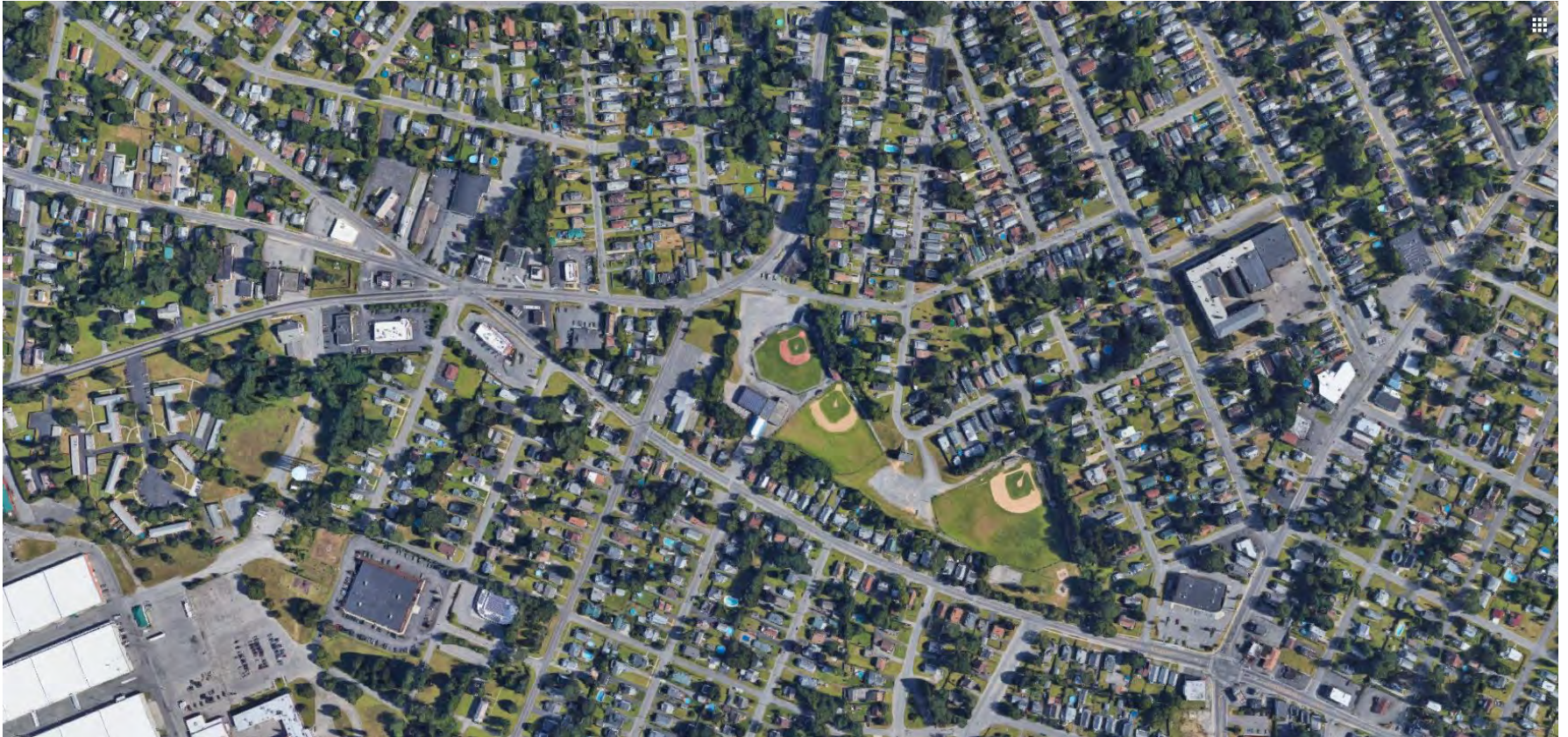


## Trinity Reformed Church





# Neighborhood Context

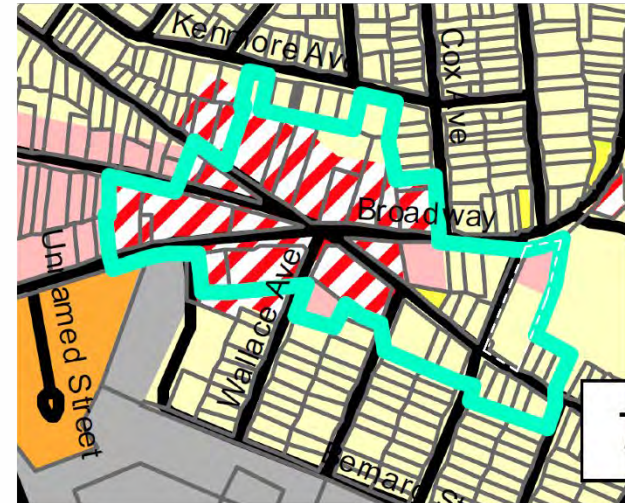






# Neighborhood Context







# Business & Overlay District Regulations

## **TRINITY SITE PERMITTED USES**

### **B-1 PERMITTED USES**

Personal service shops, including but not limited to barbershops, shoeshine shops, beauty parlors, dry-cleaning and laundry-pickup and -delivery shops and card shops.

Banks, offices, restaurants, cafes, tearooms, grocery and meat stores, flower shops and similar retail establishments, except businesses primarily engaged in the sale of used goods, merchandise or machinery.

Banking, confectionary, dressmaking, laundromats, printing, tailoring and upholstering, subject to provisions

Indoor theaters, assembly halls, game rooms, billiard and pool parlors and bowling alleys.

Funeral homes.

Operations involving the repair, reconstruction, analysis or inspection of computers, electronic and communication equipment and similar components, provided that no manufacturing is performed and all operations are conducted within a completely enclosed building.

Automobile parking lots with at least 10 parking spaces for private vehicles and a driveway for entrance and exit from such spaces. Such vehicles must be in running condition, able to be driven at any time under their own power. Lots for the sale or lease of motor vehicles are specifically prohibited.

Antique sales and secondhand stores, provided that such establishments shall conduct all activities and storage entirely within an enclosed building.

### **MS-NC OVERLAY DISTRICT PERMITTED USES**

Mixed-use developments containing a nonresidential use listed in this section and upper-story residential unit(s).

Retail sales and service under 5,000 square feet gross floor area.

Sit-down restaurants and taverns.

Professional offices.

Professional clinics.

Indoor theaters, dance studios, assembly halls, game rooms, billiard/pool parlors, bowling alleys and similar establishments.

Personal service shops, including but not limited to barbershops, shoeshine shops, beauty parlors, dry-cleaning and laundry pickup, delivery shops, and card shops.

Public parks, playgrounds and other municipal recreational uses.

Public libraries and museums.







# Business & Overlay District Regulations

## **TRINITY SITE PERMITTED USES**

### **MS-NC OVERLAY DISTRICT SPECIAL USE PERMITTED USES**

Public and private schools.

Preschools and day-care centers.

Retail sales over 5,000 square feet and less than 10,000 square feet gross floor area.

Hotels/motels.

Private clubs and religious institutions.

Operations involving the repair, reconstruction, analysis or inspection of computers, electronic and communications equipment and similar components, provided that no manufacturing is performed and all operations are conducted within a completely enclosed building.

Disturbance on a wetland or watercourse area of any class or in a wetland or watercourse buffer area as defined in this chapter.

### **MS-NC OVERLAY DISTRICT ACCESSORY PERMITTED USES**

Parking and loading.

Bus shelters and loading areas.

Permitted signs.

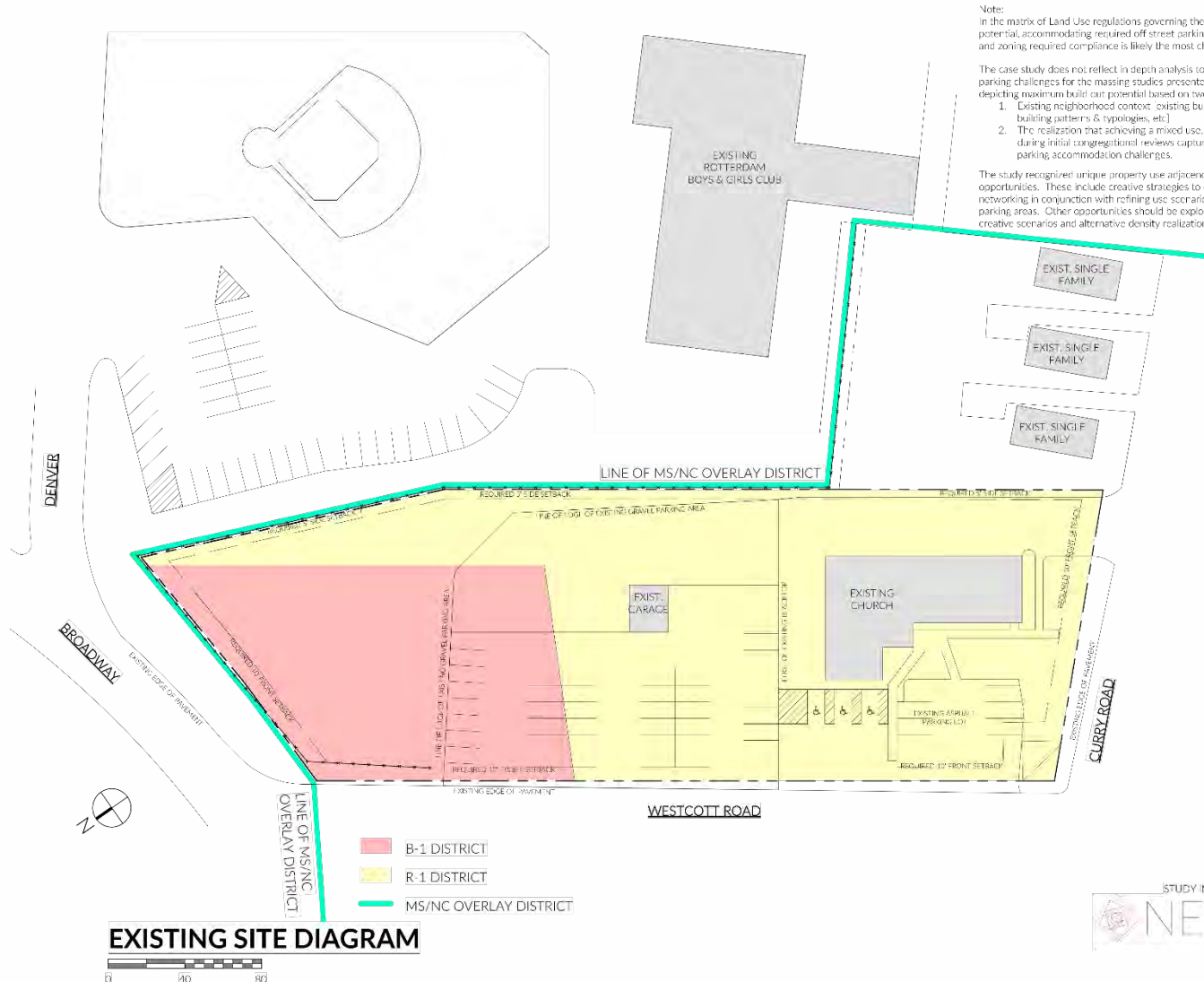
Storage and buildings accessory to the principal use.

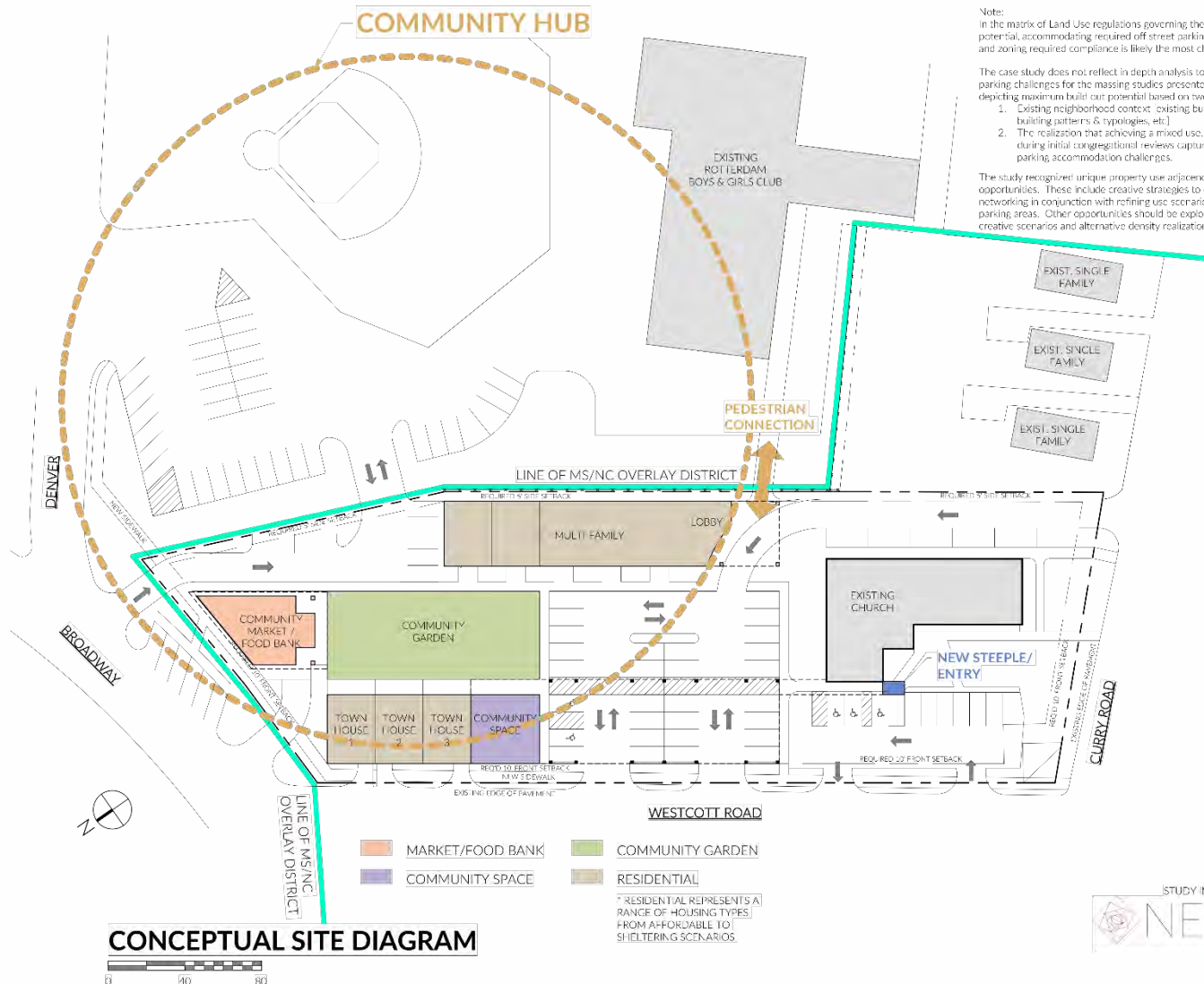
Rooftop-mounted solar collectors that constitute small-scale solar energy systems.





# Existing Site Plan & Context Diagram







## Trinity Parking

Current Lot:	11
New Lot:	42
Street:	6
Boys & Girls:	<u>35</u>
 TOTAL	 94

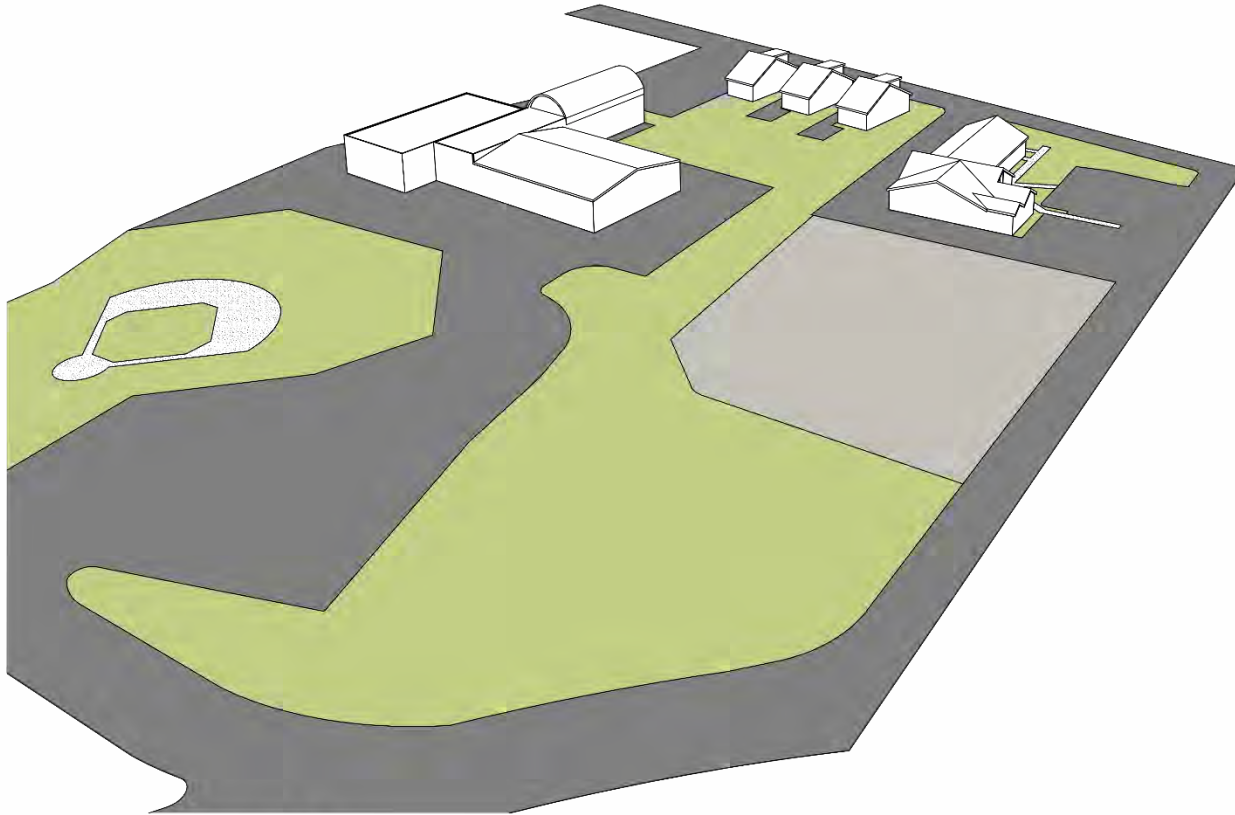
## Other Parking Options

- Municipality options
- Variances
- Neighborhood/public lots





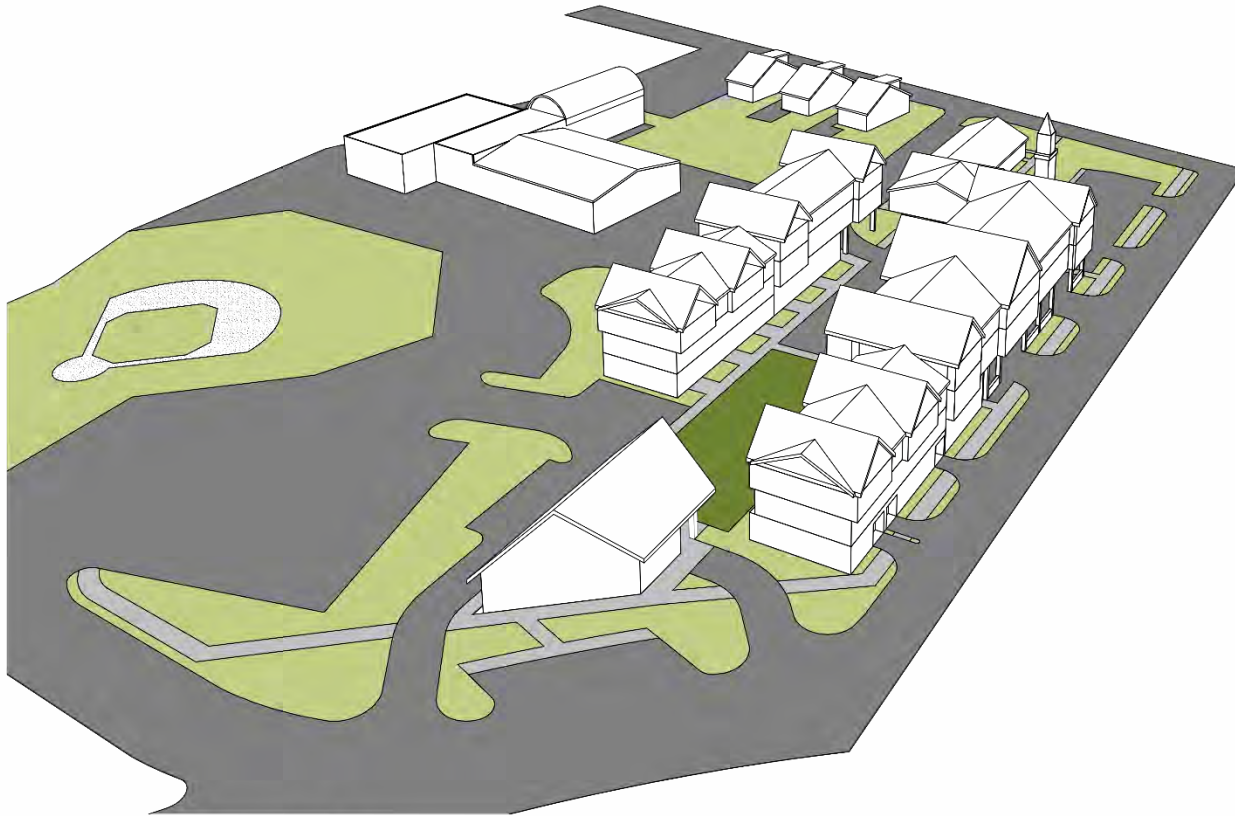
# Conceptual 3d View 1 – Existing



**EXISTING 3D VIEW 1**

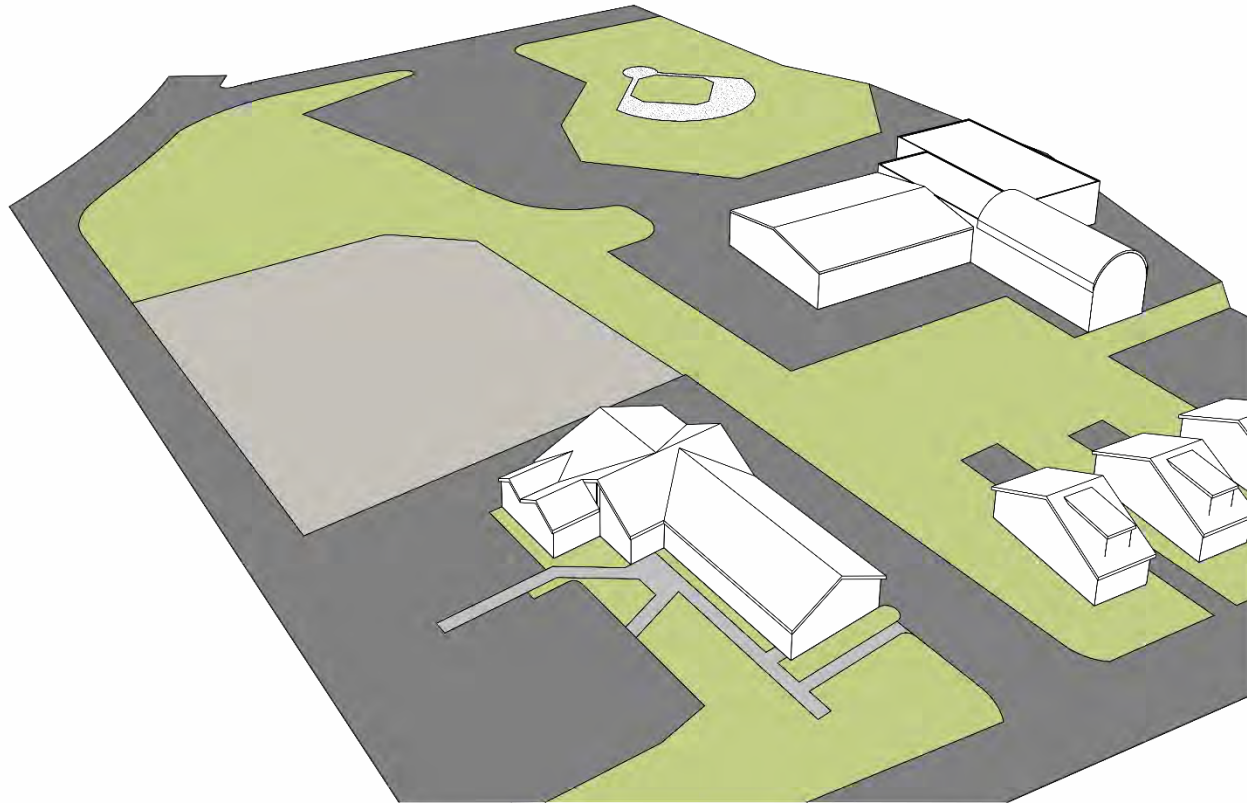


# Conceptual 3d View 1 – Proposed



**PROPOSED 3D VIEW 1**

# Conceptual 3d View 2 – Existing



**EXISTING 3D VIEW 2**



# Conceptual 3d View 2 – Proposed



**PROPOSED 3D VIEW 2**



- **What is a Proforma?**
- **Why should it be included in the process?**
- **Who completes this?**
- **What benefits are there?**





# Remaining Steps – Gather Remaining Documents

## ***Property:***

- 1) Order and Review Title to the Property

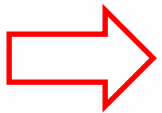
## ***Organizational:***

- 1) Obtain and review Trinity Corporate Documents



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## Remaining Steps – Evaluate

### ***Property:***

- 1) Obtain a valuation of the property
- 2) Explore zoning and acquisition options  
(Boys and Girls Club and Single-Family Houses)

### ***Organizational:***

- 1) Coordinate/Evaluate Goals of Trinity and Messiah
- 2) Enter into an MOU laying out plan for partnership/merger  
with regard to worship, decision making, property
- 3) Consider short-term (less than 5 years so as not  
to require approvals) property agreement regarding space



## Remaining Steps – Create a Plan

### ***Property:***

- 1) Issue an RFP/RFQ and/or engage a broker to solicit proposals
- 2) Present the property plan for feedback to Reformed Classis Trustees

### ***Organizational:***

- 1) Present the organizational plan for feedback to Reformed Classis Trustees





# Remaining Steps – Gain Approvals – After selecting partner and plan

## ***Property:***

- 1) Gain approval of both Church leadership and congregations
- 2) For Trinity (Reformed) - present the plan to Reformed Classis Trustees for approval
- 3) Any long-term lease, sale or mortgage of Messiah (Lutheran) property will require AG approval
- 4) Gain Court Order

## ***Organizational:***

- 1) If merger is contemplated – gain approval of congregation, leadership, and governing body
- 2) Gain Court Order



## Next Steps and Q and A



## Jason Labate

Senior Associate, Goldstein Hall PLLC

**Jason Labate** practices in the areas of faith-based development, not-for-profit law, affordable housing and community development, banking and finance, and general real estate law. Jason represents a wide range of for-profit, not-for-profit and public organizations in various corporate, tax-exemption and real estate matters. Jason graduated cum laude from Brooklyn Law School with a focus on economic empowerment and community development and was a Sparer Public Interest Fellow. He participated in Brooklyn Law School's Community Development Clinic, where he advised local groups on not-for-profit corporate formation, corporate governance, and tax issues. Jason has an MPA from NYU's Wagner School of Public Service and a BA from the University of Chicago with Honors in Public Policy.



## Jaclyn Tyler

Principal, Nexus Creative

**Jaclyn Tyler** established Nexus Creative recently with her colleagues after successfully running and maintaining Tyler Architecture & Planning, PLLC, a registered MWBE in NYS and Westchester County. Jaclyn has extensive knowledge and experience in multiple project types including Retail, Multi-Family, Churches and numerous other project type experience. A majority of her current work is contracted with the Archdiocese of New York renovating existing spaces owned and operated by multiple parishes throughout Westchester County, Dutchess County and the Bronx.

Jaclyn has served on the Board of Director's for the past eight years of the AIA Westchester + Hudson Valley chapter, including serving as 2019 Chapter President and currently serves on the Board of Director's for AIA New York State. She is a committee member of Take Control of Your Future, a Westchester based organization, which specializes in assisting the elderly with aging in place or senior housing. Jaclyn has a passion for incorporating affordable housing in her projects as a result of struggling to find affordable housing for her family of five in Westchester County as a creative class.



## John Fry

Principal, Nexus Creative

**John Fry** practice embraces a diverse range of project types including Faith Based Institutional, Mixed Use residential and affordable housing projects. Much of his experience is in the area of reimagining existing structures towards new uses including implementing expanded faith based property uses for the Archdiocese of NY, individual parishes and religious orders.

John's Community based design and planning experience captures a wide range of project scales and mixed use programs incorporating a range of residential types including numerous affordable housing projects, broad bandwidth market rate residential and hospitality uses.

As a licensed architect for 34 years John's community and professional commitments include 26 yrs of service on the Village of Ossining's Planning Board, 30 yr AIA member with 20 years of active engagement/leadership positions and service to other community based and professional associations, boards and task forces. John's is a LEED AP certified professional who embraces sustainable design initiatives as core elements to his practice. John is a principal with Nexus Creative Architecture, Planning and Design.



## Willy Zambrano

Principal, ZAD Architecture

**Willy Zambrano** is the Design Principal in Charge of Zambrano Architectural Design, LLC, a small design studio based in Freeport, NY. His design firm practices in multi-disciplinary building types ranging from commercial, health care, multi-family, private institutions and faith-based development. With over 30 years of experience in the private sector and keen to zoning and building laws, he has been able to assist all client types analyze and strategize the full potential benefits any site can offer. Willy is currently working with a wide range of faith-based organizations to not only envision their future space but also to maintain their mission within the community and monetize their long-time investiture. As a leader in the architectural community, his role as an architect has become invaluable to maintaining the church's best interest not only as an owner's rep but also as the designer of the interior spaces which the church will maintain.





## **Tiffany B. Zezula, Esq.**

Deputy Director, Land Use Law Center at Pace

**Tiffany B. Zezula, Esq** is the primary trainer and national coordinator for the Center's award-winning Land Use Leadership Alliance Training program for local officials, environmentalists, planners, and developers. The Training Program has been modeled and transferred to over 6 states and has been tailored to tactical numerous land use issues, including fair and affordable housing. The program has trained over 3000 leaders in the Hudson Valley Region alone, including over 350 leaders in the Hudson Valley on the specific topic of fair and affordable housing. The fair and affordable housing training programs have been supported by numerous entities including Westchester County, the Ford Foundation, the NY Community Trust, and banking institutions.



## Rev. Peter Cook

Executive Director, New York State Council of Churches

**Rev. Peter Cook** serves as Executive Director of the New York State Council of Churches which represents 7,000 congregations across the state of New York. Prior to serving the Council, Reverend Cook served as Senior Minister at First Congregational Church in Burlington, Vermont and The Plymouth Church in Framingham, Massachusetts and Pastor of St. John's United Church of Christ in Waukegan, Illinois. Ordained in the United Church of Christ, Reverend Cook received his BA from Lewis & Clark College in Portland, Oregon and a MA in Liturgical Theology and a MDiv. from Pacific School of Religion in Berkeley, CA.

At St. John's, Reverend Cook worked to establish 22 unit affordable housing development for Seniors and People with Disabilities---Chapel Garden Senior Apartments. In his pastoral roles, he has been a strong advocate for the development of affordable housing. He currently serves as Vice-President of the Interfaith Affordable Housing Collaborative and is directing the Council's Who is My Neighbor Community Development Initiative to help faith institutions use their property to better serve their town. He has also established schools and water wells in Southern Tanzania as part of the Africa Exchange project begun at Plymouth Church. He is recipient of Lilly Endowment Pastoral Renewal Grant which brought him to study approaches to economic development in post-apartheid South Africa. He visited India in the fall of 2019.



## **Rev. Dr. William Huston Wilkinson**

Pastor / Teaching Elder, The First Presbyterian Church, Medina, New York

**Rev. Dr. William Huston Wilkinson** brings his experiences as a sociologist, hospital worker, sheet metal worker, physician/scientist (M.D., Yeshiva University), along with his theological education (M.Div., Colgate Rochester Crozer Divinity School) to the building of missional church and congregation-based community organization. Raised in Boston, MA, William began the practice of community partnership facilitation in the New England peace movement, deepened it in health care union struggles (1199/SEIU) in New York City, community oriented public health in Kenya, East Africa, and as a sheet metal worker in Western New York. The founding Covener Of Rochester Area Communities Transforming Society, an affiliate of the Chicago-based Foundation, Rev. Wilkinson has served on the Boards of the United Christian Leadership Ministries Western New York, the National Black Presbyterian Caucus, and the Greater Rochester Community of Churches/Faith in Action Network. William, a co-recipient of the 2017 Ecumenism Award, by the New York State Council of Churches, is engaged in the partnership and community chaplaincy ministries of the Medina Area Association of Churches, the Harvest Neighborhood of Presbyterian Congregations in the Presbytery of Genesee Valley, and the Working Group on Race and Reconciliation of the Synod of the Northeast.



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