

THE MINUTES OF THE MEETING OF THE VESTRY

The regularly scheduled meeting of the Vestry of Saint Michael and All Angels Episcopal Church was called to order at 4:30 p.m. Wednesday, December 17, 2025, by Senior Warden, Dee Ann Anigian, in the Coke Room #201. Before the meeting, the service of Holy Eucharist was held in the Saint Michael Chapel with the Rev. Dean Wolfe officiating.

Members in attendance were Dee Ann Anigian, Senior Warden; Hudson Weichsel, Junior Warden; Julie Allen, Warden-at-Large; Susan Barnicoat, Monique Black, Allison Bovard, Mark Cannata, James Carry, Jim Chambers, Squeaky Connolly, Terry Demler, Tom Fenton, Elizabeth Gambrell, Amanda Harris, Zoé Hart, Kathy Hayes, LeAnne Langholz, Jack Marshallsea, and J Puckett.

Ex-officio members in attendance were the Rev. Dr. Chris Girata, Rector; Ken Brannon, Vice Rector; Becky Odlozil, Treasurer; Dianna Bowen, Chancellor; and Bitsy Hudnall, Clerk. Also in attendance were the Rev. Dr. Andrew Grosso, Rob Baber, Alma Vega-Rouse, Meredith Turner, Colleen O'Hara, LaRee Stein, and Bhavnita Masih.

Dee Ann Anigian led the Vestry in prayer.

Dee Ann then welcomed the new Vestry members including Kelly Reddell, incoming Chancellor, and LaRee Stein, incoming Clerk. She thanked Diana Bowen, Chancellor, and Bitsy Hudnall, Clerk, for their service.

CONSENT AGENDA

Regarding the Consent Agenda (2026 Vestry Calendar, 2026 Vestry Contact Information, November 19, 2025 minutes, Standing Committee reports including Building and Grounds – Stephen Miller; Technology – Mark Cannata; Worship, Liturgy, and Music – Kathleen Wallace, and Affiliates and Other Reports from Fredericks Square – Rob Baber, Dee Ann then inquired if there were any requests to remove items or for further discussion of any items.

As there were no motions for removal and changes in any information, Zoe Hart moved to adopt the Consent Agenda as written. Jim Chambers seconded, and after a vote the motion was adopted.

STEWARDSHIP REPORT – ALMA VEGA-ROUSE

The December Vestry outreach was successful in that pledges did continue to come in. They are still planning a January Vestry outreach. As of Friday, December 12, they had 76% in and as of today, Wednesday, December 17, 80% of pledges are in.

Alma then reported that for Christmas altar flowers they have raised \$25,000, and the most ever raised in all altar flowers was \$30,000 in 2017. This year they are already at \$44,000 for the whole year which is

very exciting. What has worked is giving people options when they give gifts. The average gift was \$120 and is now \$210, so almost doubling what was given in the past.

For the fall event they hosted, 100% of the pledges have come in. 100% of the people who attended pledged and of those who attended, there was an average increase of 31% in the amount pledged. For the people who attended in the spring, half have made their pledge and half have also increased. Currently looking for spring event hosts and would like to have everyone consider opening their home. The spring event is typically new members and younger members of the church and is full of information about the church.

RECTOR'S REPORT – CHRIS GIRATA

Chris began by thanking new Vestry members for being in attendance tonight. The transition occurs this evening and is also appreciative of Vestry members who have taken on specific roles for the upcoming year.

In 2025, the church budgeted for performance awards for the church staff. This was historically given out of budget surplus, making it very difficult going into December trying to create a bucket to allocate to the staff, but this year Dee Ann suggested building it into the budget, so they did. It was very nice to be able to notify everyone before Christmas and he thanked the Vestry for their support in this process.

DEPO Process Update:

Chris reported that in January 2026, Rob Price will become the Diocesan Bishop following Bishop Sumner's retirement at the end of 2025. Chris has had several questions about what this would mean for our church and the DEPO process. There are four parishes in this diocese that all went under DEPO at different times, three immediately when DEPO became available and us this year. They have reached out to Wayne Smith, the designated bishop, that George Sumner has used to give Pastoral Oversight to our four parishes and received his specific information about how we will proceed under Rob Price. Our decision to go under DEPO will be grandfathered in under Bishop Price, and Chris expects Bishop Price to issue a process letter in January to make everything clear.

Zoe asked how this would affect hiring.

Chris stated that nothing shifts from the decision already made. Any potential employees, whether ordained or lay, will know that we have full access to all approved rites that we gained when we made the decision for DEPO back in September.

Stewardship Update:

Chris stated that in the first full week of January, the 2026 Vestry members will be asked to reach out to a small group of parishioners who have not yet pledged for 2026. Alma will send it out the exact same way she did in December but for a different set of people. You will be asked to text and email them to pledge and consider a 10% increase. This is going to people who pledged in 2025 and have not for 2026. At the first of every year, there is always a group of people who have historically pledged but for some

reason have not gotten around to it. This group is smaller this year than in years past, but it is still material enough that it is important for those in leadership positions to make that ask. After reaching out to the group in December, they have also determined that texting is so much more responsive than emailing. Please be sure to reach out to and make contact to the people on your list by the end of the week. If for some reason you know you will not be able to do so, please let Alma and Chris know.

Spring and fall events for stewardship have different purposes. In the spring we invite people who have not pledged and we talk about engagement and investment in the church with the hope that a meaningful number of those people will pledge in the fall. It is a great way to make relationships and build on them for months before the official ask in the fall. In the fall, we invite a subgroup of people who have historically pledged to make a specific ask about a material increase. It is that group this year that have all made a pledge for 2026 and have increased their pledge from 2025. The total net increase was 35%, so it is a material impact and is working. For Chris to be able to talk with 10-20 people in a small setting and give them good data has been impactful. When you are thinking about spring and fall, if you would like to host an event, they are quick in and out without dinner, 90 minutes max, and it's lovely to be in homes so please let Alma know.

Tom Fenton asked if the fall event is a cultivated group, with an affinity for a material ask for an increase? Chris replied that the groups are identified based on data that indicates affinity.

Tom then asked for the spring, is it a cultivated group or is it just, "you're new to Saint Michael"? Chris replied that it is a combination of new and long term. The unifier is no giving. These are people we know who are engaged and present and active in some way at the church, but something has not clicked about financial support. This year and in future years, we are talking about a commitment to discipleship and growth, so yes, money matters, but it is not the only thing that matters. Chris can explain it all to them, but there is no ask in the spring. The hope is that when the ask comes in the fall, they will say yes and pledge for the first time. Chris reiterated that the spring is simply a Q&A for them to learn and ponder how invested they want to be over time.

LPC Lease (pages 18 - 22 of Vestry Packet):

Chris stated that a bit of the information regarding the church's LPC Lease is on the first page. He thanked the Vestry members who replied quickly to the electronic vote to finalize the LPC lease. To summarize, LPC needed to finalize all their lease materials with their lenders, Goldman Sachs is one of their lenders, and they wanted to bifurcate their lease between the office tower and the residential tower.

What the summary should convey is that the church was able to come out with a few extra things from the ground lease agreement that will serve the church well in the future, including an option to purchase future control of three of the apartments. Church use would not begin until 2044, and although this is still 19 years away, the church will begin paying for the price they finalized now, so it's a very nice deal for the church. Jay Grogan has been acting on behalf of the church in this process and achieved valuable clarity in the final agreement. Chris is grateful to the wardens for participating in multiple calls to discuss all this.

Chris asked if there were any questions. There were none.

Year End and Christmas Party:

Chris thanked the Vestry members who are rolling off tonight. It has been a privilege to serve with all of you. He reiterated the gratitude he expressed at their Christmas Party, thanked Bitsy for stepping in to serve as Clerk, and stated how Hudson and Dee Ann have been such a joy and delightful to work with. Saint Michael's is really blessed to have superb wardens and have them consistently.

SENIOR WARDEN'S REPORT – DEE ANN ANIGIAN

Dee Ann thanked everyone for coming to the Christmas party. The Vestry has a special gift for Bhav for all her hard work throughout the year. Dee Ann then stated that it has been a privilege to serve on the Vestry. Each person on the Vestry is a committed and faithful servant, coming with different strengths and experiences, and has worked as a whole to make decisions that are right for the church as a whole. She quoted the gospel of Luke, "from everyone who has been given much, much will be demanded, and from the one who has been entrusted with much, more will be asked." She elaborated that what she hears in that lesson is that our responsibilities grow proportionately with our blessings and to her, that verse emphasizes accountability to service to others and that is the spirit of our Vestry and church.

She then gave personal words of thanks to Hudson, Junior Warden, and Julie, Warden-at-Large.

JUNIOR WARDEN'S REPORT – HUDSON WEICHSEL

Hudson stated that his experience on the Vestry surpassed all his expectations, and to be honest, he wasn't even sure what to expect. He has really been able to see the good in the good that we do. It has been nice to see things in action. Hudson then gave various superlatives to members of the Vestry and congratulated Zoe Hart on her position as incoming Junior Warden.

TREASURER'S REPORT – BECKY ODLOZIL

Financial Overview:

The summary Financial Overview as of November 20, 2025, is on page 23 of the Vestry packet.

Statement of Activities:

Becky reported that the Total Revenue Available of \$6.8 million is less than budget by \$107,000, attributable to the Pledge categories taken together (\$66,000 in current year and \$48,000 in Unpledged Contributions category), somewhat offset by Plate and Other Income.

The year-to-date operating expense is \$6.7 million, which is lower than we budgeted by \$337,000 and consistent with the previous months' reports. This is mostly due to hiring staff later than anticipated, Operations having less space, and Finance not using the consultant expense we budgeted for the

PushPay conversion. Becky also stated that these positive variances are holding from previous months as expected.

We end the 11-month period Revenue over Expense of \$63,000, \$230,000 better than budget. Details are on page 24 of the packet.

She asked if there were any questions. There were none.

Statements of Financial Position:

Becky reported in the Operating Statement that there are assets of \$111 million, and on the Internal Fund Accounts Statement there are assets of \$7 million, consistent with last month. We have a healthy cash position. Detailed statements of these numbers are on pages 25 through 30 of the Vestry packet.

She asked if there were any questions about the Financial Position. There were none.

Construction Project Management:

Becky stated that \$52 million has been spent and with Current monthly draw of \$2.5 million representing 71% of the project costs. This leaves about \$22 million remaining to be spent.

The detail report appears on page 31 which shows the update of cash flow estimated at the end of the project. After an update to anticipated expenses, the cash flow estimate remains positive at \$937,000 which was adjusted downward by \$150,000 due to the furniture cost variance discussed at the Vestry Retreat.

Becky asked if there were any questions. There were none.

Frederick Square:

In the Consent Agenda, page 16 of Blair Oden's write-up about Frederick's Square with an update on the progress of monetizing that asset with a ground lease, where we would turn over the building at the end of 2027. In the December Board meeting, Blair shared an estimate of what our cash position will be at that time. Frederick Square has a strong cash position and the nest cash at the end of 2027 is estimated at about \$260,000, including \$200,000 annual dividends to SMAA in years ended 2025, 2026, and 2027.

James asked where the funds would go, and Tom asked if the \$260,000 would be held in cash. Becky replied that it is for the Vestry to decide.

Chris explained that the RFP for the ground lease has a timetable with it and the Vestry typically allocates the fund to the restricted fund for clergy.

Squeaky asked if the money could be used to budget for bonuses.

Chris replied that the general restrictive fund is an option but that there is time until the hard close to decide.

Allison asked if it could be used for the projected increase in expenses. Chris agreed that it would be nice to have it available because there will definitely be an increase in expenses for 2027.

OLD BUSINESS

There was none.

NEW BUSINESS

Clergy Housing Allowance:

Dee Ann stated that the Clergy Housing Allowances are presented in December to the Vestry for approval for the upcoming calendar year. The IRS allows each clergy member to designate a portion of their annual salary for housing. This portion of their salary is not reported as taxable income and does not change the salary or benefits of the clergy and has no effect on the church. The IRS has specific guidelines, and each clergy has his or her own tax accountant to establish the appropriate amount. This amount is submitted to the Director of Finance and is within the reasonable range. These housing allowances will be in effect for the 2026 calendar year for the following clergy: Chris Girata, Ken Brannon, Andrew Grasso, Robin Hinkle, David Faulkner, Dean Wolfe, Greg Pickens, Nate Fostaine, and Tim Smith.

Dee Ann asked for a motion to approve the 2026 Clergy Housing Allowances as set forth. Jim made a motion to approve and James made a second. All voted in favor, none opposed. Dee Ann then stated that the appropriate documents would be signed by the Clerk.

ANNOUNCEMENTS

There were none.

ADJOURNMENT, ANNUAL VESTRY MEETING

Dee Ann then adjourned the regular December 2025 meeting of the Vestry at 5:26 p.m. and turned the meeting over to Julie Allen, incoming Senior Warden, for the Annual Vestry meeting.

Julie proceeded, announcing that in the Annual Vestry meeting, she is looking for a motion for the approval of the Vestry Resolutions for the incoming class. Susan made a motion to approve and Tom made a second. Julie then asked if there were any questions or items that needed to be discussed.

Kathy Hayes asked about her being listed for Adult Formation. Ken replied that they will be able to edit that as well as a change Erin Osbourne as she is listed as Chair-Elect for two standing committees and it should only be one.

Ken requested that the Resolutions be passed now with the knowledge that these two adjustments need to be made: remove Kathy from Adult Formation and Erin from one. He then said that he would have Shannon help with communication with the Vestry as these two items are updated.

Kelly Reddell then stated that Diana Bowen also needed to be added as Assistant Chancellor.

Julie then asked for a motion to approve with edits. Amanda made a motion to approve with edits as discussed. Zoe gave a second. Julie called for a vote. All voted in favor, none opposed.

Julie adjourned the annual Vestry meeting at 5:32 p.m.

EXECUTIVE SESSION, ADJOURNMENT

Dee Ann then resumed the regular December meeting of Vestry to adjourn and move the meeting into Executive Session at 5:32 p.m. She invited Chris, Ken, Dianna, Becky, and Bitsy to stay. Dee Ann then moved the meeting out of Executive Session and back into regular session at 6:19 p.m.

CLERGY COMPENSATION PACKET, FINAL ADJOURNMENT

The concept of a Clergy Compensation Package was discussed in Executive Session. Dee Ann asked for a motion to approve this concept so that the Vestry may do further due diligence and development of it.

Jim made a motion to approve and Allison made a second. Dee Ann called for a vote. The motion passed unanimously.

Dee Ann then adjourned the meeting at 6:20 p.m.

Respectfully submitted,

Bitsy Hudnall, Clerk of the Vestry