

MEMORANDUM OF UNDERSTANDING (MOU)

Between
First Presbyterian Church (FPC) and Summerlin Presbyterian Church (SPC)
Presbyterian Church USA
Presbytery of Nevada
Las Vegas, Nevada
April 2010

Purpose: This MOU sets forth a general process and agreements between the above-named organizations to initiate a merger of FPC and SPC. It shall be adopted by each Session and congregation in a manner to be determined as described herein. The details of the merger have been prayerfully considered under the leadership of a Task Force consisting of members appointed by each Session for this specific purpose, who firmly believe that God is in control and guiding its deliberations.

The proposed merger offers unique opportunities for ministry and mission that will be strengthened by this action. Among the identified opportunities are the following:

- Expanded service area providing more favorable growth conditions.
- Increased and more efficient use of available resources, staff and volunteers.
- Provision of additional opportunities for congregational involvement.
- Motivation of long range planning decision-making.
- Creation of synergy through congregational association.

It must be understood that it is not the primary purpose of this merger to relocate either church to the other's current location or to relocate both churches to a third, undetermined location. While the merger may lead to the consideration of relocating the combined congregation to a new facility, this is a separate issue from the actual merger decision and process. It is currently anticipated that the combined church would ultimately be located in a single facility.

General Process: The merger procedures have been developed to encourage the opportunities listed above and to retain the unity of both congregations. Each church agrees to relinquish their existing charter and jointly apply to the Presbytery of Nevada for a new charter. Each member shall be invited to join the new church in a manner and at such time as determined by the “Joint Session” as defined below.

The name of the newly chartered church shall be selected in a manner to be determined by the combined Session. Until such time as this task is completed, the newly formed church can be referred to as the “United Presbyterian Church” (UPC). The new name shall be selected following the formation of the Joint Session, but prior to application for the new charter. The new church name shall not refer in any manner to the current name of either church but may include the word “Presbyterian”.

The general order of the merger process shall be as follows:

1. MOU is deliberated, amended and/or approved by each Session.
2. MOU is presented to each congregation for input and revision, if necessary and voted upon.
3. Merger is approved by each Session, congregation and Trustees of NV Presbytery.
4. Joint Session is formed to preside over both churches and begin to formalize merger activities.
5. UPC receives new members by transfer from SPC and FPC.

It is noted that the activities described in Items 5 above will require a significant amount of time and may follow Item 4 by a year or more. The new church charter will represent the culmination and conclusion of the entire process. The combined Session may conclude in the future that the merger is not feasible or desirable and propose a new concept.

Government: UPC shall be governed by a combined Session to consist initially of the ruling elders of both churches who choose to continue to serve in that capacity. The combined Session will be moderated by the Senior Pastor of FPC. A Clerk of Session shall be elected by the combined Session. The combined Session shall meet at least monthly, alternating between the two church locations. The combined Session shall organize its commission structure to address the current

and additional responsibilities resulting from the merger, to include a task force to complete the merger process itself. The combined Session shall endeavor to include elders from each church on each commission in representative proportions, if possible.

The first Nominating Committee for UPC shall consist of representatives from FPC and SPC elected by their respective congregations, who shall join to form a combined Nominating Committee.

Personnel: All current employees (and contractors) of both churches will initially become employees of UPC. SPC's interim pastoral relationship with Rev. R. Michael McDowell shall be dissolved at an appropriate time following the congregational approval of the MOU. A pastoral relationship between SPC and FPC's pastors shall be initiated and approved by the Presbytery of Nevada and the SPC Session prior to formation of the Joint Session. FPC's Senior Pastor and Associate Pastor shall serve as temporary pastors of SPC until the merger process is complete.

The personnel committee of UPC (or the appropriate designated commission) shall, within six months of an affirmative vote to complete the merger, initiate a comprehensive review of all current positions and job descriptions (ordained and lay) within the combined organization for the purpose of evaluating the staffing needs of UPC and selecting appropriate candidates from among current staff or outside sources as necessary. The personnel committee shall reduce or expand staff, set compensation levels and adjust terms of employment to compensate for the added or reduced responsibilities of each employee.

Finance: The current elected Treasurer of each church shall become Co-Treasurers of UPC. Immediately following an affirmative vote to complete the merger, the Co-Treasurers shall begin the process of combining the financial and physical assets of the two organizations. Every effort shall be made to map designated funds to an appropriate account in the combined organization to implement the intent of the donors.

The Co-Treasurers shall prepare a combined budget to present to the Joint Session within 60 days following both Sessions' votes to complete the merger. A report will also be prepared to detail the balance transfers from accounts held by each church and the new combined balances at the time of transfer.

Worship and Program: It is anticipated that current worship services and programs will be resourced at both church locations for the near future. SPC's building lease is effective until June 2011. This location will be evaluated over the next several months relative to membership growth and retention. Strategies to expand programs, leadership and resources of UPC to suburban locations will be evaluated with the intent to establish a permanent presence in a suburban location within the Las Vegas Valley. UPC will reassess the long term viability of the downtown location over the same period and develop an integrated long range plan for facilities needed to carry out its mission in Las Vegas.

Prepared and approved by:

FPC, SPC Merger Task Force