

**Unitarian Universalist Church of Berkeley Board of Trustees Meeting
Wednesday, September 7, 2022**

Meeting Conducted via Zoom Video Conference

Minutes – Approved

ATTENDEES

Voting members: Michael Armstrong, Bill Brown, Pier Ho, Randall Hudson, Elaine Miller, Beth Pollard, Cordell Sloan, Helen Tinsley-Jones

Absent: Lenore Ralston, David Roberts

Ex officio members: Rev. Michelle Collins, Tess O’Riva (Executive Director), Selene Fabiano (Secretary)

Visitors: Alan Davis, Michael DeWitt, Anne Greenwood, Lynn Hammond, Don Klose, David Lingenfelter, Bob Moore, Frances Moulton, Larry Nagel, Terry Stokes, Marta Tobey, Grace Ulp, David Wemmer

A quorum being present, the meeting was called to order by Beth Pollard, president, at 7:04 p.m. Michael did the chalice lighting and reading, Selene read the Board covenant, Elaine read the land acknowledgement, and Bill read the Widening the Circle Vision Statement.

CONSENT AGENDA

A motion for the following (M Helen___/S Bill___) passed with 7 votes. Pier abstained.

- Approve agenda
- Approve Board Meeting minutes of 8-2-22
- Accept monthly Executive Director report
- Accept monthly Treasurer’s report
- Authorize Lorraine Louis Schnurr and Sandy Portillo-Robins as signatories on Ministerial Search Committee bank account
- Authorize Lenore Ralston, Linda Laskowski, and Tess Snook O’Riva as signatories on all direct investment accounts, including TD/Ameritrade and E-Trade.
- After considering the provisions of IRS Code Section 107 that provides for a minister's housing expenses to be free from Federal income tax, we considered our Minister’s estimate of housing expenses for the next year; at her request we designate the following

portion of cash salary as: Housing allowance (based on Fair Rental Value): \$3,500 monthly effective 9/7/22, for a total of \$14,000 for Sept. through December.

INFORMATION ITEM

Executive Director's Report: Tess walked us through the highlights of her report and shared the following key decisions related to deferred maintenance projects:

1. Tess and Capital Improvements Committee rated the priority of each project on a scale of 1 (highest priority) to 3 (lower priority).
2. Some of the priority 1 projects include: Required replacement of private sewer lateral, replace leaking atrium skylights, upgrade electrical system, convert building to all electric, installation of electric heat pump, replace sanctuary windows, improve atrium bathrooms (for greater rental income and to be ADA compliant). Estimated cost of priority 1 projects: \$1.1 million
3. Priority 2 projects include kitchen remodel to update to current standards, replace atrium doors & hardware, design and construct walkways outside the sanctuary to improve safety.
4. Estimated cost of priority 1-3 projects: \$1.9 million. Endowment Project balance is \$200,000.

Tess noted the need for everyone to follow door locking protocols.

Minister's Report: Rev Michelle

- Church year is kicking off this Sunday with an intergenerational service.
- Reverend Michelle made an appeal for RE volunteers. More volunteers are needed to provide our RE program.
- Volunteers are also needed for Sunday check-in and the AV team.
- Interim Freestone progress report will be going out to the congregation on Friday in "The Week Ahead."

LISTENING

Announcements:

Michael Armstrong reported that the September OWL training was successful and thanked Alice Lemieux and Maria Shanle for making it happen. Thanks also to Tess for her work with the set-up committee, to Heaven, and to the 27 volunteers.

Congregants who wish to speak to the Board:

Michael Dewitt suggested a training after church service on door locking protocols. Tess agreed that was a good idea.

DISCUSSION/ACTION ITEMS:

Freestone property: Update on process and information for congregational discussion and deliberation on the future of the Freestone retreat property.

Beth Pollard framed the discussion with the following introductory statements from the outline in the Board agenda packet:

- All of our responsibility to live into our covenant.
- We are looking to Rev Michelle to guide us.
- The Board has responsibilities it needs to fulfill.
- We come to this discussion wanting to recognize feelings, to bring sensitivity to the process, and searching for truth without seeking perfection.
- We are looking for the Freestone Committee's engagement in sharing information and being open to options.

Bill Brown, board liaison to the Freestone Committee, read the UUCB Covenant of Right Relations.

Reverend Michelle provided the following summary of what is happening in the Freestone decision process:

- Two more Freestone picnics and 3 more sharing circles are scheduled.
- Three brainstorming sessions. Rev Michelle encourages as many people to attend, noting that the greater number of perspectives, the richer the discussion. All of the ideas generated at the brainstorming sessions will be typed up and shared with the Board and the congregation. The sessions will be held:
 - 9/17 (10AM-12:30PM) in-person;
 - 9/26 at 7PM on Zoom.
 - 10/1/22 in person.

Reverend Michelle named the following:

1. There are 2 realities that we are holding vis a vis Freestone: 1) feelings, history, stories, legacy related to Freestone, and 2) the fact-based reality of the finances, condition of the building, and issues of sustainability. She named that it is both hard to hold both realities **and** it is important to do so.
2. Freestone is a complex issue and it's very important for as many people as possible to take the time to research the issue.
3. It is very important for the whole congregation to be engaged in this process.

David Wemmer of the Freestone Committee provided a presentation with the following information:

1. Zoning news: Sonoma County Vacation rental code was updated 8/2/22. The vacation rental code now states that “complimentary stays where no rent is received” are exempt from vacation rental permits. This means that UUCB would not need to apply for a Vacation Rental Permit as long as Freestone does not charge for people to stay overnight. Attorney Tina Wallis’ letter (included in the Freestone documents on the google drive) was based on the prior code. New code backs up email communications from county staff.
2. Revised estimates for rehabilitation/retrofit costs. The Freestone committee divided needed construction projects into two phases: Phase 1 involves projects that need to be completed before the dome can be reopened to use. Phase 2 involves projects that are not safety issues (e.g. replacing windows). The following three sets of estimates were provided, all based on acquiring building permits for all the work:
 - 1.) Costs outlined in the original report which totaled \$165k. This estimate was based on all work completed by paid professionals.
 - 2.) Original work outlined plus deck repairs, grading for drainage, and some painting. Estimate: \$281K, based on all work completed by paid professionals.
 - 3.) Work is done primarily by volunteers and approved by a professional. Total estimated at \$102,580; \$40,350 for phase 1 needed to re-open the dome.

Freestone Committee members answered questions and provided clarification on the following issues:

1. Letter from Attorney Wallis vs Freestone Committee findings.

a. “Violations”. Alan Davis stated there was a significant difference in what the letter from the attorney said regarding our “violation” and the communications with the Sonoma County employees. Per Alan, the only code violated was the Trackers Youth Camp. He said that prior to the use of Freestone by Trackers, there had been no complaints by neighbors or citations from Sonoma County.

b. “One household” language. The Tina Wallis letter interpreted the single family residence code to mean use by one household. Emails from Sonoma County staff to the Freestone committee did not align with this.

2. What’s the **difference between “free use” of Freestone and rentals**? Per the Sonoma County vacation rental code, if people pay to stay overnight at Freestone, it is considered a rental, and UUCB would need to apply for a Vacation Rental Permit. Occupancy limits (maximum of 10 people at a time, not including children 3 years old and younger) apply to rentals but there are no defined occupancy limits for “free use.” In addition, vacation rentals require a 12% tax, as well as having a property manager who lives within 30 miles of the rental property.

3. What would make the Freestone Dome habitable? Dave Wemmer stated that per the report of a structural engineer who did an inspection of the dome, the following work needs to be done in order to re-open the dome: retrofitting and repairing the dry rot. Dave also stated that there is an existing occupancy permit from the dome and clarified that Sonoma County is not involved in any current condition assessment issues. Once the committee applies for a permit to repair the dry rot repairs, a county official will come out and inspect the work.

4. Estimated annual costs. Dave Wemmer estimates that \$20,000 is needed for Freestone's annual operating costs.

5. How would the repairs for Freestone be funded? Per Dave Wemmer, the plan for this is not solidified. There is a hope that sale of lots 1 and 2 would provide the funding; however, recent comments from a Sonoma County realtor suggest that the "pandemic surge" re buying rural profits has stopped. If the lots are not sold or if their sale doesn't provide enough to cover the cost of all the repairs, there is hope that church members or other "angel donors" would donate. Elaine Miller pointed out that the UUCB church facility in Kensington has a lot of deferred maintenance (per Tess' report in this meeting). Bill Brown named that any time that we're fundraising for Freestone, we're not fundraising for other church expenses.

6. Is there a committed team of volunteers to do the repairs (per estimate 3) Dave stated that he and Jeff Mertens will do some of the work, and he would love to find some other handy volunteer from the congregation. Bob Moore also stated he would be willing to volunteer and has a lot of experience with construction projects.

7. Estimated time frames for each of the scenarios and if there are delays, have additional costs been factored in? Dave Wemmer's estimates that the work of phase 1 would take 3-6 months. How long it takes will affect the cost. The longer it takes, the more likely the costs will go up.

8. Would advertising church activities at Freestone count as "formal, organized uses" which would be outside of what the property is zoned for? There are different opinions about this, Dave Wemmer said he could try to get an opinion/concurrence from Sonoma County and/or go back to the attorney. Tess suggested that if he contacts the county, he should try to get the opinion from the County Code Enforcer.

9. Don't expect definitive answers. Reverend Michelle raised up the reality that there are different opinions re interpretation of the codes. Because the code is written for single family and UUCB is a corporation, there won't be definitive answers. The congregation needs to move forward and make judgment calls in the face of ambiguity.

10. **Do we need to put in a well in order to sell the undeveloped lots?** There were different opinions about this.

11. **Can the Board empower the FS Committee to go to the county commissioner to find out what we need to we do to make the dome safe for occupancy?**

David Wemmer stated that he was not asking the Board for this and that he would prefer not to approach the county with this question, out of concern that this may open up a can of worms. His preference is to request building permits for the repair and retrofitting work.

12. **Creating a new non-profit corporation** to hold and manage the dome & property to protect UUCB from liability. The Freestone Committee is suggesting looking into this as an option.

Next steps: The Board of Trustees is responsible for framing the motion vis a vis Freestone that will be put before the congregation. The Board will utilize ideas gathered during the brainstorming session to structure the measure and will discuss it at the October meeting.

The Board thanked the Freestone Committee for the tremendous amount of work they have been doing and for a clear and thoughtful presentation. Dave Wemmer expressed appreciation to the board for listening and being open.

BOARD COMMITTEE MEMBER/LIAISON REPORTS

a. Monthly report from the Ministerial Search Committee (MSC) by Helen and Cordell

Highlights of the MSC report:

- A skit to introduce the search to the congregation will be done during the 9/11 Sunday service.
- MSC is working on revamping the website so that it reflects all that UUCB does.
- Hope to schedule a “Beyond Categorical Thinking” workshop for 11/5 9AM-12noon.
- MSC will be sending Helen & Cordell a monthly summary which will be included in the board packet.
- MSC wants to do focus groups with existing church groups including the Board.

b. Finance Committee recommendation for Governance Manual update re: authorized account signatories

Due to Lenore’s absence, this item was postponed until the October board meeting.

c, Program Council. Cordell asked for ideas for how he can be most useful liaison to the Program Council Beth and Cordell will talk more about this. Beth encouraged other board members to reach out to Cordell with any ideas they have.

d. Honoring Indigenous People (HIP): Tess received a request from the Cuauhtémoc, Makita tribe to put a sweat lodge on UUCB property. Tess and Helen met with tribe elder Geno Mendoza. The sweat lodge would not be a permanent structure and would be similar to one built by the Pomo tribe in Mendocino County which is made out of willow branches, has a canvas top dome, and has stones on the inside that are heated with water. The structure needs to be near a source of water, for fire safety. Indigenous people and other folks, including UUCB members and friends, could participate in use of the sweat lodge.

ADJOURNMENT

Michael extinguished the chalice and the meeting was adjourned at 9:25 p.m.

Respectfully submitted,

Selene Fabiano, Secretary

UPCOMING EVENTS AND BOARD RESPONSIBILITIES

September Listening Presence: Beth Pollard

Next Board Meeting: October 5, 2022