

Draft Motion for Congregational Meeting of 10/22/22 re: Freestone

Summary of Motion Sections:

- *The “whereas” section refers to shared assumptions.*
- *The “now therefore” section includes the directions and authorizations for the Board or designees to execute.*
- *The “furthermore” section is the phased timeline, milestones that must be met to indicate adequate progress.*
- *The “and furthermore” section is the items that will be executed if a majority vote does not support the main motion.*

Formal Motion DRAFT

Whereas:

- A. The use of the Freestone property and geodesic dome building there [collectively referred to as “Freestone” for the remainder of this motion] could support UUCB’s mission; and
- B. Freestone is zoned for single family use, which allows some flexibility as an intermittent place of assembly and use, but includes restrictions and ambiguity; and
- C. Freestone needs approximately \$40k-\$117k (difference due to use of volunteers versus contractors) plus \$115k for the minimum attention the driveway needs, for addressing a minimum level of repairs and deferred maintenance to make the building available for basic use; and
- D. Protection of UUCB against liability and claims for Freestone property condition and use is critical; and
- E. The Freestone Committee has estimated that the two adjacent undeveloped parcels could sell for \$300,000, and
- F. UUCB has no intention to leave its Kensington campus at 1 Lawson Road for the foreseeable future, and
- G. UUCB’s Kensington campus has significant deferred and capital improvement needs, most recently totaling approximately \$1.9 million; and
- H. A decision-making and process plan is required to clarify roles and input necessary for Freestone decision-making; and
- I. Many gifts of time and money have been given over time by the UUCB community to develop and maintain the Freestone property; and
- J. Freestone sits on a unique natural property in Sonoma County 55 miles from the Kensington campus; and
- K. The elements needed for the Freestone property and the many challenges and questions that have been raised present a great deal of needs and time that will be required in order to be met,

Now therefore, be it resolved that, by simple majority vote (50%+1) of the members of the Unitarian Universalist Church of Berkeley present at the congregational meeting of October 23, 2022, the Board of Trustees (BOT) is authorized and directed to:

- L. Establish a Freestone oversight task force of the BOT to oversee the raising of funds and securing of pledges to fund repairs to the Freestone building and grounds while minimizing impact on UUCB annual fund and capital campaign fundraising, and to oversee the accomplishment of the other criteria passed in this motion. The task force will include, at the minimum, three members nominated by the Freestone committee, one current or former member of the Stewardship Committee, and at least one other Congregant or Board Member, and will report to the BOT, and
- M. Hire a real estate agent to list the two adjacent undeveloped parcels for sale (as is), and to sell the parcels with majority approval of the BOT, and
- N. Seek confirmation from Sonoma County on the allowable uses of Freestone, given the current property zoning as single family residential, and
- O. In the absence of direct confirmation from Sonoma County on the allowable uses of Freestone, to seek an outside formal legal opinion on the matter, and
- P. Sufficiently address insurance and liability concerns, prior to the property's being approved for reopening for UUCB use, by exploring options for insuring the property and gaining confirmation from the insurance provider on their coverage of claims that may occur, given UUCB's use of the property and its zoning, and
- Q. Ensure that the structural work done on the Freestone dome is supervised by a currently certified structural engineer, and
- R. Ensure that repairs and improvements are performed and/or supervised by currently-licensed contractors or similar professionals, and with required permits, and
- S. Reconsider the matter of the opening of Freestone for congregant use at the time of completion of the "phase 1" repairs of the property (listed below) in compliance with permitted zoning uses, and
- T. Ensure that the property and its use meet health and safety standards and applicable fire and building codes for its use, and that it passes inspection by Sonoma County fire inspectors, and
- U. Explore whether establishing a 501(c)2 would be favorable for UUCB's ownership of Freestone, and if so, to establish a 501(c)2 entity under UUCB's 501(c)3 status and to transfer the title for the Freestone's property to the 501(c)2, and
- V. Establish a Freestone funding team to explore options and create a viable plan for ongoing sustainable funding of Freestone's needs, and
- W. Ensure there is no-to-very-minimal net cost, including staff time, to UUCB from property ownership of Freestone, including costs for management, insurance, tax assessments, legal fees, permitting, maintenance, repairs, and improvements.

Furthermore:

1. If the total funds raised by the sale of the undeveloped parcels and/or other funds raised do not exceed \$250,000 by June 30, 2023, or
2. If building permits for "phase 1" repairs (listed below) have not been obtained for any reason by December 1, 2023, or
3. If necessary funding has not been secured and "phase 1" repairs have not been completed and approved by the appropriate authority (e.g. Sonoma County) for any reason by December 1, 2024, or

4. If necessary funding has not been secured and “phase 2” repairs (listed below) have not been completed and approved by the appropriate authority (e.g. Sonoma County) for any reason by December 1, 2025, or
5. If the on-going **net** cost of Freestone including operations and management, insurance, tax assessments, legal fees, permitting, maintenance, repairs, and improvement exceeds \$10k for two years in a row, measured starting in FY 24-25,
6. Then, in the event that the BOT determines that any of these significant milestones have not been sufficiently met, then the BOT is authorized and directed to:
 1. Hire a real estate agent and list the entire Freestone property for sale (as is) with consideration for timing relative to real estate conditions and other feasibility issues, and
 2. To sell the property with majority approval of the BOT, prioritizing offers from entities more closely in line with UUCB’s mission and UU values, and
 3. Seek governance clarity on the allowable uses of funds from the sale of the property, and
 4. Establish a committee or task force to explore options for use of the funds, gaining input from the congregation, and
 5. Seek the congregation’s approval for authorizing use or investment of the proceeds from the sale of the property.

And furthermore:

In the event that this motion does not pass with a simple majority vote (50%+1), the Board of Trustees is authorized and directed to:

- I. Hire a real estate agent and list the entire Freestone property for sale (as is) with consideration for timing relative to real estate conditions and other feasibility issues, and
- II. To sell the property with majority approval of the BOT, prioritizing offers from entities more closely in line with UUCB’s mission and UU values, and
- III. Seek governance clarity on the allowable uses of funds from the sale of the property, and
- IV. Establish a committee or task force to explore options for use of the funds, gaining input from the congregation, and
- V. Seek the congregation’s approval for authorizing use or investment of the proceeds from the sale of the property.

Clarification notes:

Phase 1 repairs include: dry rot and termite repairs, dome structural retrofitting, installation of new sliding glass door, deck repairs, miscellaneous roof repairs, replace triangular window glass, miscellaneous sheet rock, baseboard, and trim repair, and paving steep portions of the driveway

Phase 2 repairs include: replacement of all exterior doors and windows (aside from those replaced in phase 1), finishing second bathroom, and painting the interior and the underside of the deck