

**Clarification notes on repair phases:**

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

**On the question of whether the board will be the one doing the directed items, UUCB Bylaws section 6.2.2 is relevant:**

“The activities and affairs of the Church shall be conducted and all its corporate powers exercised by or under direction of the Board. The Board may delegate the management of the activities of the Church to any person or persons provided that the activities and affairs of the Church shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.”

**Draft Charge for the Freestone Oversight Committee**

Purpose: To administer the direction of the congregation expressed in its Resolution for the future of the Freestone property.

Authority: Is accountable to the Board of Trustees in fulfilling its purpose. The Board has the authority to direct its actions, within the parameters of the authority and direction of the congregational Resolution.

Appointment and composition: The Board of Trustees will appoint the members of the FOC, as outlined in the Resolution. Specifically:

- o 3 members nominated by the Freestone Committee
- o 1 current or former member of the Stewardship Committee
- o At least one other congregant, which may be a member of the Board of Trustees
- o The Board may appoint additional members if useful to fulfill the FOC 's purpose while keeping within the spirit of the Resolution

The Board retains the authority to rescind appointments, such as for failure to participate or for taking actions outside the FOC's authority; such Board action would be taken only after discussion with the member and consulting the FOC.

Reporting: The Board will set a regular schedule for the FOC to report to the Board, which at least initially is expected to be monthly or no less than bi-monthly

Purview: The FOC will supervise, coordinate, obtain, and in some cases perform work to meet the direction of the congregational resolution.

For example, it will supervise work and other activities performed by the Freestone Committee for consistency with the congregational resolution, coordinate with other interested parties (such as Stewardship, Executive Director, etc.), obtain outside consultation for professional assistance needed (e.g. Real Estate Agent, legal counsel), and perform work (e.g. prepare documents, communications)

Examples of areas of responsibility: Note: Specifics will be developed, consistent with a RACI format

1. Supervise fundraising and securing of pledges for repairs, improvements and operations
2. Recommend to the Board a real estate agent to list the two adjacent parcels for sale and to sell the parcels, with majority approval of the Board
3. Communicate with Sonoma County about property use
4. Review insurance coverage, for recommendation to ED and Board
5. Explore whether to recommend establishing a 501(c)2 for Freestone
6. Recommend to the Board a viable plan for ongoing sustainable funding of Freestone's needs
7. Inform the Board whether other provisions of the congregation Resolution are being met, such as:
  - a. Repairs and improvements are being performed with involvement of professionals as specified in the Resolution
  - b. Property and its use meet health and safety standards, fire and building codes for its and that it passes Sonoma County fire inspection
  - c. The net cost of Freestone does not exceed \$10,000 per year for two consecutive years, measured starting in 2025-26
8. Approve vendor related questions and cost and spending decisions of the Freestone committee or designee including larger purchases for the construction process and maintenance. Decisions related to vendors that service both the Kensington and Freestone properties will be decided based on input from the Executive Director and the oversight committee.
9. 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.