

Unitarian Universalist Church of Berkeley
Board of Trustees Meeting Agenda
Wednesday, December 4, 2024

Via Zoom: <https://zoom.us/j/91070175965?pwd=d2FUcWZCQjYzVEF2MFZabWJQQVRrUT09>

7:15 1. CALL TO ORDER & OPENING RITUALS

- a. Chalice reading & lighting – Kay Fairwell
- b. Board Covenant reading – Beth Pollard
- c. Land Acknowledgement Statement – Lisa Maynard
- d. Widening the Circle Statement – Michael DeWitt

7:20 2. CONSENT AGENDA – Items may be approved in one motion unless a Board member requests an item be removed for question or placement under discussion/action

- a. Approve agenda
- b. Approve November 2024 Board Meeting minutes
- c. Accept Executive Director’s Report
- d. Approve signatory changes to UUCB’s Mechanics Bank accounts: Marcus Liefert, Elizabeth Pollard and Anne Greenwood (remain) Teresa Snook O’Riva (removed)

7:25 3. MINISTER’S REPORT

7:35 5. ANNOUNCEMENTS/LISTENING

- a. Board or staff announcements, Board Listening Presence
 - Next Board Meeting postponed to January 8, 2024
 - December staff appreciations – Helen Toy
 - Social Justice Council Meeting on December 11 - Helen Toy
 - Farewell Party for Tess this Sunday, December 8 - Lisa Maynard
- b. Congregants who wish to speak to the Board on agenda items or other matters.

7:50 6. INFORMATION/DISCUSSION/ACTION ITEMS - Break @ 8:30 PM, if needed

- a. First Freestone milestone
- b. Building & Grounds Report and Recommendation on KFPD structures
- c. Congregational Meeting Date Adjustment; Board election process and timeline – Michael Armstrong
- d. UUCB membership reconciliation and certification
- e. Task Force on Staff Structure
- f. Stewardship Theme – Greg Lemieux and Ariel Smith-Iyer
- g. Beacon Article Recommendation

9:00 7. BOARD COMMITTEE MEMBER/LIAISON REPORTS

9:20 8. CLOSING COMMENTS

9:25 8. ADJOURNMENT

Aspirational Covenant of the UUCB Board of Trustees

Approved September 2019, updated May 2020

We as the UUCB Board of Trustees agree:

- To stay committed to connection even when we disagree;
- To recognize the fullness of our power, and the many responsibilities that power entails;
- To listen actively to each other and the congregation, and to seek out opportunities to do so;
- To be caring, respectful, present and open-minded;
- To work together to make the changes the congregation needs, as we keep the best interests of the congregation above our own and to live into our mission;
- To support and trust each other in our work;
- To remember the goal of our work is to build a thriving, loving congregation;
- To be unafraid in the face of hard decisions, to be unafraid of making mistakes, knowing that we will learn from them if we do, and to be unafraid of challenging sacred cows; and
- To come to decisions we all feel we can support while recognizing diverse views.

Land Acknowledgement Statement

We acknowledge that this church occupies land in Huchiun in the unceded territory of the Chochoenyospeaking Ohlone people. May we have the humility and courage to do our part to restore what has been broken and the wisdom to live into a new solidarity with Indigenous communities and the earth.

Widening the Circle Vision Statement

We, the trustees of UUCB, commit ourselves to championing racial justice embodying anti-racist practices, and confronting and dismantling white supremacy culture and all forms of oppression (including but not limited to racism, sexism, ableism, homophobia, transphobia, classism, ageism, xenophobia and religious oppression (including anti-Semitism and Islamophobia) in everything we do.

Mission Statement of the Unitarian Universalist Church of Berkeley

The mission of the Unitarian Universalist Church of Berkeley is to create loving community, inspire spiritual growth, and encourage lives of integrity, joy and service.

Vision Statement of the Unitarian Universalist Church of Berkeley

The Unitarian Universalist Church of Berkeley is a welcoming and vibrant congregation. We joyously support spiritual development guided by individual faith, reason, and conscience. We are committed to serving one another, the church community, the community at large, and the global community. We foster a spirit of generosity and trust that encourages care for our church home and affirms diversity and relationships consistent with Unitarian Universalist principles.

**Unitarian Universalist Church of Berkeley Board of Trustees Meeting
Wednesday, November 6, 2024**

Meeting Conducted via Zoom Video Conference

Minutes – Draft

ATTENDEES

Voting members: Michael Armstrong, Michael DeWitt, Kay Fairwell, Beth Jerde, Beth Pollard, David Rosales, Pier Sun Ho, Helen Tinsley-Jones, Helen Toy

Absent: None

Ex officio members: Rev. Marcus Liefert, Tess O’Riva (Executive Director), Selene Fabiano (Secretary), Lisa Maynard (Treasurer)

Visitors: Victoria Bowen, Dwight Merrill, Bob Moore, Larry Nagel, Marta Tobey, Dave Wemmer

A quorum being present, the meeting was called to order by Pier Sun Ho, co-president, at 7:17 p.m. Beth Pollard did the chalice lighting and reading, Lisa Maynard read the Board covenant, Michael DeWitt read the land acknowledgement, and Helen Toy read the Widening the Circle Vision Statement.

CONSENT AGENDA

A motion for the following (M _ Kay _/S_ Helen Toy_) passed unanimously:

- Approve agenda
- Approve October 2024 Board Meeting minutes
- Accept monthly Treasurer’s report
- Accept 2023 - 2024 Annual Report
- Approve changes to UUA Org Retirement Plan
-

MINISTER’S REPORT

Today’s election shapes the ministry of the church in new ways. We’ll be talking about it in the weeks and months to come. The next Church du Soleil will be on 11/9 and is still aimed at the younger generations. The winter solstice will be for all ages.

Rev. Marcus and the staff have been working on the updating the membership rolls. The goal is to have accurate records, not to exclude anyone who wishes to be a member. They found that of the 335 members listed on our rolls, 150 had not pledged for a year or more. Fifty-one of these

individuals are not active and seven have moved; forty-one individuals were semi-active or involved remotely. The church reached out to all of 51 non-active individuals; only four responded. After conversations with Pastoral Care, Stewardship, and Membership, the recommendation is to move 72 individuals from “member” status to “former member.” Being moved to “former member” does not remove a person from the email list for “The Week Ahead” and other communications that go to the entire congregation. Rev. Marcus is requesting that the Board address this recommendation as an action item at the December Board meeting. Moving forward, the membership rolls will be updated annually after the stewardship campaign.

Workshops:

1. November 10th, Rev. Sam Wilson will lead a restorative justice workshop aimed at building our capacity for engaging conflict.
2. November 17th, UUCB’s Honoring Indigenous People’s group is hosting a LFDMC presentation titled “Entanglement,” which addresses questions related to colonization and what it means to live on stolen indigenous lands today.

Executive Director’s Report

UUCB’s 2023-24 Annual Report was shared with the board. The board was asked to give any input by November 11th. One more section will be added to include the 2023-24 Flaming Chalice and Schweitzer awardees, and then the report will be put on the website and shared with UUCB members by email. A much shorter version will be shared with the outside world.

Digital Bulletin Board. The hope is to do a couple of test runs on Sunday November 10th. Big thanks to David Rosales for his help. Our tech consultant is returning to create livestream capacity in the Fireside Room. Replacement of speakers in the sanctuary won’t happen until January. Structural engineers have confirmed the trusses can handle the weight. We are waiting until we can get a professional licensed rigger to install the speakers.

Buildings and Grounds is focused on tri-fold doors between social hall and atrium to address safety issues. The hardware on the sanctuary doors has been replaced; the next step is get push bars on the inside of the middle sanctuary doors for easier exit in an emergency. Landscaping done a lot of fuel reduction.

Safety Committee. Tess and Helen Tinsley-Jones realized that there is no codified requirement at UUCB for a safety committee. It is not listed as a board committee in the governance manual. The current safety policy was written in 2017 and has some large gaps (e.g. IT security issues). Tess would like the Board to make some decisions about who should be in charge of the Safety Committee (e.g. is it a Board Committee, a task force?) and who should be creating the safety policy.

Board response: Helen Tinsley-Jones thanked Tess for emailing her information about the safety committee. The Board will discuss and make some decisions.

Tess will be changing her outgoing voicemail message to reflect when she is in the office and to help callers get to the right staff person for the issue they are calling about. She will also recirculate the “How Things Work at UUCB” document which can also be accessed through the member page of the UUCB website.

ANNOUNCEMENTS/LISTENING

Board or Staff Announcements: None

Report from Board listening presence: Michael Armstrong sat at several tables in the social hall after Sunday service and asked for input. He heard a lot of positive feedback regarding the church community and feelings of harmony. He also received the following 2 suggestions: 1. Request for a broader musical repertoire in service, as well as UU hymns with faster tempos. 2. Making the atrium less busy, visually. There was concern that for new members, it can be overwhelming because there’s so much to look at when you walk in the door.

Pier reported that she has heard that there is great appreciation for the wonderful lunches prepared by the Hospitality Team, concern about its sustainability, and awareness of the need for more people to help with food preparation and clean-up. She has also heard some concerns about the waste management practices of UUCB and our tenants.

Congregants who wish to speak to the Board: Dwight Merrill stated he is interested in Freestone and will talk more about this during the discussion item regarding.

INFORMATION/DISCUSSION/ACTION ITEMS

a. Review and accept Annual Financial Report from Treasurer

The annual financial report was provided at the last meeting but without much advance time for the board to review it. Lisa Maynard shared some highlights. The report showed the UUCB did well. Combined revenue from pledge income, space rental, and previous year pledge payments exceeded expectations. We ended the fiscal year with a \$4400 surplus. Some infrastructure and utility costs were higher than expected. These increases were incorporated into the FY24-25 budget. Insurance costs, however, have gone up even more since the FY24-25 budget was created. Lisa urged the board to look at the financial section in the UUCB Annual report in which revenue and expenses are categorized by departments.

Discussion

There was appreciation for more in-depth quarterly financial reports to the board with time for analysis and discussion, instead of always needing to provide monthly reports – unless something arises to alert the Board about. It would be nice to see how the budget is progressing in relation to expectations and historical trends. Tess reported that she can provide a few different types of financial reports to see what is most helpful to the Board.

b. Freestone Oversight Committee Update on Freestone status and upcoming December milestone

Beth Pollard presented the FOC report.

The FOC's goal for tonight's meeting is to provide an update of the status regarding the Congregational Resolution adopted in March 2023, in light of the 12/1/24 milestone requiring raising \$250K for renovation. The Freestone Committee is currently taking steps to drill a second well, in search of water to enable a sale of Lots 1 & 2 to raise the needed funds. The FOC will present a recommendation to the Board prior to the December board meeting, based on the latest status of the search for water. The Board will need to decide how to proceed at the December 4th board meeting.

The FOC presentation included information on:

The charge of the FOC as established by the March 2023 Congregational Resolution.

Efforts pursued by the Freestone Committee to raise funds via a conservation easement – which was unsuccessful; the listing for sale of vacant Lots 1 & 2 and the backing out of a buyer due to no evidence of water on the lots; and the subsequent groundwater surveying and well drilling to seek water.

The March 2023 Resolution provision that states what the Board is “authorized and directed” to do if any of the milestones are not met, notably the first step that entails: “Hire a real estate agent and list the entire Freestone property/ies for sale (as is) with consideration for timing relative to real estate conditions and other feasibility issues.” Other subsequent steps are contained in the resolution.

The Freestone Committee is continuing to search for water that would support development on Lots 1 & 2 and therefore support sale of the lots. In May of 2024, a geologist performed a subterranean water survey, using the remainder of the Freestone contingency loan fund. Funded by an “angel” donor, a well drilled in August 2024 came up dry. A new subterranean water survey done in October 2024 found a promising site. The Freestone Committee is currently planning to drill a well at this new site. In order to allow access for a drilling rig, the site needs to be cleared and graded.

If the well produces water, then the property can be put back on the market with a high likelihood of attracting a buyer. Listing and completing the sale would likely take at least 60 days, and therefore, wouldn't happen by December 1st. If water is not found, the FOC and the Freestone Committee agree that the Freestone fundraising has likely exhausted the possible sources of funds, meaning the Board would list the property for sale per the resolution.

Possible next steps the Board could take at the December 4th board meeting regarding the December 1st milestone deadline include:

- The Board could decide that the milestone has "been sufficiently met after consultation with the Freestone Oversight Committee" even though the funds are not in hand.

- The Board could decide to put an extension to a congregational vote at the earliest available opportunity.
- The Board could decide to "Hire a real estate agent and list the entire Freestone property/ies for sale (as is)."

Beth reminded us that the board had previously decided that the definition of “sufficiently met” for the fundraising goal did not necessarily mean that the Freestone Committee had the money in hand, as long as it was very clear that the funds had been secured. Specifically, the Board had agreed they would consider the fundraising milestone to be “sufficiently met,” if the government had awarded the Freestone property a conservation easement, even if UUCB had not yet received the actual funds by the deadline.

Discussion/ questions

Board members raised several questions which were answered by Dave Wemmer.

Q: How long will the grading and drilling take?

A: The grading is estimated to take a day. A contractor is lined up but needs to clear schedule and take a day off from his current job to do the clearing. Dave hopes this will happen next week. The driller is lined up and available on short notice (i.e. 1 or 2 days after the grading is done). The recommended drilling depth is 250 feet, which can be done in a day. Dave hopes to have the well drilled by November 16th. However, if get a big rainstorm that could prevent access and cause a delay.

Q: How is it determined if there is enough water?

A: Dave Wemmer explained Sonoma County’s water yield zoning system. Zone 2 indicates “abundant water” but does not have a gallons per minute minimum; whereas, Zones 3 and 4 indicate “scarce water.” The county has confirmed that Lot 1 is in groundwater Zone 2. The Freestone Committee would need a flow that exceeds the minimum needed to build a house, as they want the drill on Lot 1 to have enough water to share with Lot 2. The county requires a water availability rate of least a gallon/minute in order to allow water to be shared with an adjacent lot.

Q: Do the neighbors at the top of the street have any trouble accessing water?

A: The most water is at the top of the ridge, surprisingly. They have 5 gallons/minute. Water strata thins out as you come down the hill. All the neighbors around the Freestone property have water. Our latest groundwater survey placed our property in Category B (meaning there is a potential of 2 gallons/minute water availability).

Q: Have you been in touch with the person who made the previous offer?

A: Realtor said the person who made the previous offer is not currently interested because he is pursuing a lot across from his house. If that goes through he would be busy with that. The realtor believes that if we find water, there will be a lot of interest from other potential buyers.

A: Have previous droughts ever impacted our flow of water in the Freestone dome?

A: No. The Dome property is in Zone 4 (scarce water) and we have always had a lot of water.

On behalf of the Freestone Committee, Dave Wemmer expressed their wish that the Board would consider the fundraising goal met if the drilling in the proposed site yields sufficient water, even though the lots had not yet been sold to raise the \$250,000 to meet the 12/1 milestone. The rationale is that if water is found, then the likelihood of selling lots 1 and 2 is very high.

c. Kensington Fire Department departure and facilities update & insurance coverage update

Tess reminded the Board that Buildings and Grounds recommended that UUCB should not pursue keeping the mobile home. However, there is still interest in keeping the large engine garage to increase the church's storage capacity, including storage for large equipment. Tess needs to determine if the garage is earthquake safe; she will do a tour of the garage this week. The board does not need to be notified since there would be no purchase or lease involved.

KFPD has encountered problems with the communication system in the new fire station, resulting in a delay in their moving out of the UUCB parking lot. KFPD is now looking at the end of November or early December as their earliest move-out date. Their rental rate was increased and it is likely that they will pay through the end of December.

The board had some questions which Tess addressed.

Q: Would garage increase our insurance?

A: No – because it's metal.

Q: Will the staircase from upper to lower lot be available when the mobile home goes away?

A: Yes

Q: How many parking spots will we get when KFPD moves out?

A: If both the engine garage and the mobile home are removed, we will get 53 parking spaces back. If only the mobile home is removed, we'll get about 25 parking spaces, but will need to re-stripe it to maximize use of it.

Tess also provided an update on efforts to hire a Facilities Assistant. She recently reposted the listing on Craigslist and received seven new resumes. Most applicants are people near the end of their careers; a few are individuals who are earlier in their career. She noted that Peter, the Facilities Manager, is very busy. To help with the load, they have hired a cleaning company to come in once a week and they have flexed other schedules for event hosts to help with the set-up for rentals.

A board member asked who was responsible for keeping the rear bathroom clean. Tess shared that the Good Earth School is renting the 3-stall women's room near the Safir Room on Mondays-Fridays from 8:30AM-5PM. No one from UUCB should be using that bathroom during those times. This bathroom is currently open 24 hours and is supposed to be cleaned every night by the Good Earth cleaning staff. There have been some problems with the cleaning

staff not sorting the garbage correctly. Tess is looking into putting a keypad on the bathroom so that it is easier to prevent unauthorized use. She also shared that this bathroom is always available (24 hours) to the Kensington police and fire departments, as a result of an agreement with them.

A board member noted a problem with the pins on the doors to the breezeway and asked if UUCB has a security system. Per Tess, the doors are a priority and the cost of a security system was prohibitive. (One quote was \$27,000 for the system plus \$500/month). She noted that the Good Earth School has some security cameras and UUCB has access to that footage, as needed.

Tess reported that Church Mutual cancelled UUCB's umbrella policy, effective 12/1. Our insurance broker is trying to find another insurer and thinks we may get a good quote from Pro-Mount. The new policy is likely to be at least 20-30% more expensive than our current policy. If we can't find a commercial company who will insure us, we can get insurance quickly through the California Fair Plan.

d. 10/26/24 Board Retreat

There was a short report out on the Board's recent half-day retreat which focused on our visions for UUCB and the board, as well as how the congregation can be part of the visioning process. Several members found the use of art and representation opened different ways of visioning and led to some surprising and creative ideas. The idea of a Visioning Task Force emerged. This task force would meet with different groups within the church to hear their vision for the church. There was a sense that it was very important to solicit input from new church members.

e. Beacon article recommendations

Kay is writing the November Beacon article. 250 word count. Ideas: board retreat, visioning, and engaging with the congregation in visioning

BOARD COMMITTEE MEMBER/LIAISON REPORTS

Social Justice Council. Helen Toy shared that Rev Marcus spoke to the SJC about the changes to Article 2.

Widening the Circle of Concern (WTC). Approximately 40-45 people attended the potluck held by the UUCB's new LGBTQI+ group. This group recently created a survey to get input re what the LGBTQI+ community would like to see at UUCB. Looking ahead to UUCB's 2025 Annual Report, the WTC would like each group to think about how their group is widening the circle of concern.

Music Committee. They would like more help from people outside the Music Committee to help staff fundraising events, noting that the money from these fundraising events money goes to the church's general fund, not specifically to music programs.

CLOSING COMMENTS

The co-presidents thanked all the UUCB congregants who attended the meeting, as well as the Board members for all their work.

The closing reading was the following Universalist prayer "There is a love holding us, holding all that we love. There is a love holding all. We rest in this love."

ADJOURNMENT

The meeting adjourned at 9:35PM

Respectfully submitted,

Selene Fabiano, Secretary

End (Limitation)	Topic	Action/Discussion/Information
		<ul style="list-style-type: none"> ○ All other financial documentation located in the back office in the locked Finance Cabinet. Deposit Team has access. • Online storage plan: UUCB Document Repository created in Google. UUCB has a Google Workspace for Nonprofits paid account, and all documents shared with congregation will eventually move to Google. The plan to cancel the Dropbox subscription is contingent on staff documents being moved to OneDrive (Microsoft cloud) and Google, although at least a free account should be maintained for vendor communication (specifically it's what our auditor uses.) • Of concern is the incomplete Personnel File audit. A law went into effect 1/1/24 that mandated that everyone that works at UUCB, regardless of position, must have a fingerprinted background check on file. There are multiple missing and follow up is needed. • The California Department of Justice just audited us regarding our policies and procedures for background checks. Janae completed the audit and brought us into compliance.
<p>Faith in Action (Social & Environmental Justice)</p> <p>Sustainability</p>	<p>Events & Calendar</p>	<ul style="list-style-type: none"> • December is very full. Keep updated by staying up with the Week Ahead newsletter. People are begging us for urgent memorials this month. • December 8th is my last day.
<p>Community (People are loved, valued, & connected)</p>	<p>Safety & Security</p>	<ul style="list-style-type: none"> • Safety & Security should be a standing item at the monthly Core Staff meetings, • Door access codes will be changed after this week and Trusted Users will be notified.

Resolution Regarding Change of Authorized Signatories for UUCB's Mechanic's Bank Account

Effective 12/6/2024, the UUCB Board of Trustees authorizes the following the change of authorized signatories for UUCB's Mechanics Bank checking account #4356489 and Mechanic Banks savings account # 41097963:

Remove

Teresa Snook-O'Riva, Executive Director

Retain

Marcus Liefert, Minister

Elizabeth Pollard, Board Member

Anne Greenwood, Assistant Treasurer

For the Board of Trustees Meeting of December 4, 2024

From the Freestone Oversight Committee (FOC) - Beth Pollard, Larry Nagel, Bob Moore, Dave Wemmer, Susan Lankford, and Tom Tripp

Background

Among the provisions in Congregational Resolution 22-1 on Freestone are milestones to be met for raising funds and completing repairs and improvements, as well as authorization and direction to the Board on determining whether the milestones have been met and steps to take if any are not met.

The most pertinent sections of the Resolution for the Board's December 4, 2024 action are:

- Section 12: Describes the first milestone as *"If the total funds raised by the sale of the undeveloped parcels and/or other funds raised do not exceed \$250,000 by December 1, 2024;"*
- Section 17: *"Then, in the event that the BOT determines that any of these significant milestones have not been sufficiently met after consultation with the Freestone oversight committee, then the BOT is authorized and directed to:*
 - a. *Hire a real estate agent and list the entire Freestone property/ies for sale (as is) with consideration for timing relative to real estate conditions and other feasibility issues, and*
 - b. *In the event that it takes time to sell the property/ies, the BOT or designee will create a plan for maintaining and managing the property in the meantime, and*
 - c. *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 or offers from UUCB members, and....*

Discussion

As reported by the FOC at the November Board meeting, the Freestone Committee has secured donated funds to drill one well where there exists the possibility of providing sufficient water to support development on Lots 1 & 2 and therefore the sale of those lots to raise the needed \$250,000. Timing factors, including wet weather, have resulted in a delay in drilling. The driller reports they need about 7 - 10 days of dry weather before their equipment can access the proposed well site (due to soft soil conditions) and drill. It is unknown when such a period will occur in the coming days/weeks/months.

On November 20, the FOC met with UUCB's Realtor for the two lots for her advice on potential interest, sale value, timing, and related issues. The FOC then deliberated and reached consensus from all members on the below advice and recommendation to the Board.

FOC Advice and Recommendation

1. The FOC now advises the Board that the \$250,000 milestone will not be met by December 1, 2024.
2. The Freestone Committee is currently in process of a final attempt to find water through drilling a well, in hopes of finding sufficient water to sell Lots 1 & 2, but has been delayed by wet weather. Per FOC consultation with our Realtor, if sufficient water is found in the drilling of the well, Lots 1 & 2 combined are likely to sell for around \$320,000. She expects interest to be higher after the first of the year.
3. The FOC recommendation is that the Board list the entire Freestone properties (Lots 1&2 and Dome lot 4) for sale if the one well is unsuccessful or on April 1, 2025, whichever comes first.
4. If water is found, Lots 1 & 2 are sold and \$250,000 is raised by April 1, 2025, then the listing of the entire Freestone properties would not proceed on April 1, 2025;
5. All the subsequent milestones in the resolution would remain as written and approved.

Attachment: Congregational Resolution No. 22-1

Report from the Freestone Oversight Committee

Larry Nagel
UUCB Board of Trustees Meeting
December 4, 2024

The Freestone Oversight Committee (FOC)

- Beth Pollard (Co-chair and Board Rep)
- Tom Tripp (Co-chair)
- David Wemmer (Freestone Committee Rep)
- Bob Moore (Freestone Committee Rep)
- Susan Lankford (At Large rep)
- Larry Nagel (At Large rep)

The Board may choose to add more members as necessary

Tonight's Agenda

- Review of the Congregational Resolution 22-1 which was passed by congregational vote on March 26, 2023 and which defines how the Freestone Committee will pursue the renovation of the UUCB Freestone property
- Review of progress of the Freestone Committee towards meeting the milestones
- FOC Advice and Recommendation on next steps for the Board

Freestone Oversight Committee Background

- At the UUCB Congregational Meeting on March 26, 2023, Resolution 22-1 was passed calling for the Freestone property renovation project including plan milestone dates and the establishment of a Freestone Oversight Committee (FOC)
- Among the provisions in Congregational Resolution 22-1 on Freestone are milestones to be met for raising funds and completing repairs and improvements, as well as authorization and direction to the Board on determining whether the milestones have been met and steps to take if any are not met.

Freestone Milestones

- December 1, 2024 - Raise at least \$250,000 for renovation
- June 1, 2025 - Secure Permits for Phase I renovation
- June 1, 2026 - Complete Phase I Renovation
- June 1, 2027 - Complete Phase II Renovation
- Insure the on-going net costs of Freestone to the congregation's operating funds does not exceed \$10,000 per year for two years in a row, measured starting in FY 25-26, without the express approval of the BOT in consultation with the Freestone oversight committee

Board Action If Any Milestones Are Not Met

In the event that the BOT determines that any of these significant milestones have not been sufficiently met after consultation with the Freestone Oversight Committee, then the BOT is authorized and directed to:

- Hire a real estate agent and list the entire Freestone property/ies for sale (as is) with consideration for timing relative to real estate conditions and other feasibility issues
- In the event that it takes time to sell the property/ies, the BOT or designee will create a plan for maintaining and managing the property in the meantime

Board Action If Any Milestones Are Not Met - cont

- 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 or offers from UUCB members
- Seek governance clarity on the allowable uses of funds from the sale of the property
- Establish a committee or task force to explore options for use of the funds, gaining input from the congregation

Board Action If Any Milestones Are Not Met - cont

- Seek the congregation's approval for authorizing use or investment of the proceeds from the sale of the property
- Recognize that the church has continually had a meeting house from 1925, first at Inverness, then at Freestone, in continuing to fund this important congregational need.

Freestone Committee Progress

- As reported by the FOC at the November Board meeting, the Freestone Committee has secured donated funds to drill one well where there exists the possibility of providing sufficient water to support development on Lots 1 & 2 and therefore the sale of those lots to raise the needed \$250,000.
- Timing factors, including wet weather, have resulted in a delay in drilling. The driller reports they need about 7 - 10 days of dry weather before their equipment can access the proposed well site (due to soft soil conditions) and drill. It is unknown when such a period will occur in the coming days/weeks/months.

Freestone Committee Progress - cont

- On November 20, the FOC met with UUCB's Realtor for the two lots for her advice on potential interest, sale value, timing, and related issues.
- The FOC then deliberated and reached consensus from all members on the following advice and recommendation to the Board.

FOC Advice and Recommendation

- 1) The FOC now advises the Board that the \$250,000 milestone will not be met by December 1, 2024.
- 2) The Freestone Committee is currently in process of a final attempt to find water through drilling a well, in hopes of finding sufficient water to sell Lots 1 & 2, but has been delayed by wet weather. Per FOC consultation with our Realtor, if sufficient water is found in the drilling of the well, Lots 1 & 2 combined are likely to sell for around \$320,000. She expects interest to be higher after the first of the year.

FOC Advice and Recommendation - cont

- 3) The FOC recommendation is that the Board list the entire Freestone properties (Lots 1&2 and Dome lot 4) for sale if the one well is unsuccessful or on April 1, 2025, whichever comes first.
- 4) If water is found, Lots 1 & 2 are sold and \$250,000 is raised by April 1, 2025, then the listing of the entire Freestone properties would not proceed on April 1, 2025;
- 5) All the subsequent milestones in the resolution would remain as written and approved.

Discussion/Questions

Resolution No. 22-1 of the Unitarian Universalist Church of Berkeley On the Future of the Freestone Property, amended 3/26/2023

Summary of Actions from the Vote:

YES VOTE = keep Freestone under the described phased and conditional plan to renovate and reopen

NO VOTE = the Board of Trustees will proceed to sell the Freestone property

Motion passage = Majority (50%+1) of the votes cast

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.

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 of creating loving community, inspiring spiritual growth, and encouraging lives of integrity, joy and service, and*
- B. *Freestone is zoned for agricultural/residential, and the structure is defined as a single family dwelling, which allows some flexibility as an intermittent place of assembly and use, but includes limitations 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 this plan recognizes that in the last six months, substantial work has been done to refurbish the dome and repair the road and driveway, 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 be sold on their own, depending on market conditions which will determine value, and*
- F. *UUCB has no intention to leave its Kensington campus at 1 Lawson Road for the foreseeable future, and*
- G. *The Kensington campus has significant deferred and capital improvement needs, most recently totaled approximately \$1.9M, and*
- H. *A written rules of procedure and clear channels of communication and responsibilities are required to clarify roles and input necessary for Freestone decision-making, and*
- I. *Many gifts of time and money have been given over the past 50 years 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 Freestone property has been a source of great joy and of challenges for the UUCB community, and the purpose of this motion is to resolve it in an amicable way, meeting the needs of our community, and*
- L. *The BOT has determined that if this motion does not pass, the BOT will take steps to sell the Freestone properties using the process stated in the last section (Furthermore #17) of this motion.*

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 March 26, 2023, the Board of Trustees (BOT) is authorized and directed to:

1. Establish a Freestone oversight committee of the Board to administer the direction of the congregation expressed in this Resolution for the future of the Freestone property, while minimizing impact on UUCB annual fund and capital campaign fundraising and monitoring accomplishment of the criteria passed in this motion and overseeing the management of the Freestone process, decisions, and goals. The committee 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
2. Explore multiple alternatives for raising funds for the refurbishment and upgrades to Freestone, and
3. 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 if this is determined to be a favorable option for raising funds, and
4. Seek confirmation from Sonoma County on the allowable uses of Freestone, given the current property zoning as single family residential, and
5. 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
6. 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
7. Ensure that the structural work done on the Freestone dome is overseen by a currently California licensed professional civil or structural engineer, and
8. Ensure that repairs and improvements are performed and/or supervised by currently-licensed contractors or similar professionals, and with required permits, and
9. Reconsider the matter of the opening of Freestone for congregant use at the time of completion of the "phase 1" repairs of the property in compliance with permitted zoning uses, and
10. 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
11. Ensure there is no-to-very-minimal net cost, including staff time, to UUCB from the Freestone enterprise, including costs for management, insurance, tax assessments, legal fees, permitting, maintenance, repairs, and improvements, unless so authorized by the annual budgeting process or congregational vote.

Furthermore:

12. If the total funds raised by the sale of the undeveloped parcels and/or other funds raised do not exceed \$250,000 by December 1, 2024, or
13. If building permits for "phase 1" repairs have not been obtained for any reason by June 1, 2025, or
14. 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 June 1, 2026, or
15. If necessary funding has not been secured and "phase 2" repairs have not been completed and approved by the appropriate authority (e.g. Sonoma County) for any reason by June 1, 2027, or

16. If the on-going net costs of Freestone to the congregation's operating funds including Freestone's operations and management, insurance, tax assessments, legal fees, permitting, maintenance, repairs, and improvement exceeds \$10k per year for two years in a row, measured starting in FY 25-26, without the express approval of the BOT in consultation with the Freestone oversight committee,
17. Then, in the event that the BOT determines that any of these significant milestones have not been sufficiently met after consultation with the Freestone oversight committee, then the BOT is authorized and directed to:
 - a. Hire a real estate agent and list the entire Freestone property/ies for sale (as is) with consideration for timing relative to real estate conditions and other feasibility issues, and
 - b. In the event that it takes time to sell the property/ies, the BOT or designee will create a plan for maintaining and managing the property in the meantime, and
 - c. 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 or offers from UUCB members, and
 - d. Seek governance clarity on the allowable uses of funds from the sale of the property, and
 - e. Establish a committee or task force to explore options for use of the funds, gaining input from the congregation, and
 - f. Seek the congregation's approval for authorizing use or investment of the proceeds from the sale of the property.
 - g. Recognize that the church has continually had a meeting house from 1925, first at Inverness, then at Freestone, in continuing to fund this important congregational need.
18. Explore the possibility of creating a new corporate entity for the Freestone properties and enterprise whose main purpose is to provide a liability shield to UUCB. The new corporation would still be governed and controlled by UUCB.

Note: *Additional Information and Clarifications on the renovation phases and the Oversight Committee can be found [here](#).*

From: Jane Lundin, Chair of Building and Grounds
Larry Nagel, B & G
Tom Tripp, B & G
Tess O'Riva, ED
Peter Barnholdt, Facilities Manager

To: Building and Grounds Committee

Ref: Kensington Fire Department Temporary Buildings

Subj: Recommendation

Recommendation:

The five of us toured the two KFD temporary buildings on November 8, and recommend proceeding with the KFD agreement as signed, which includes the responsibility for KFD to remove the two buildings, the fence and the temporary utilities, and re-pave the parking lots.

We recommend this to the full B & G committee, for consideration and recommendation to the BOT.

Background:

Tess arranged for us to tour the buildings, and, lacking any strong financial or program need by UUCB, we concluded that we should let the buildings go, based on the following:

1. Modular Buildings:
 - a. These buildings are on rental. UUCB would need to take over payment of the rent at \$3,700/month.
 - b. There is no current program need that might cover the rent.
 - c. The interior is configured with 4 small offices, a larger "living room", kitchen, and two restrooms. This configuration is not useful for us and would need to be re-configured. There would be cost associated with this remodel.
 - d. These are temporary buildings with no foundations.
 - e. The aesthetics committee has expressed the opinion that they do not belong on the campus.
 - f. Tess recommends letting this building go, having no definite revenue commitment.
2. Fire Engine garage building.
 - a. This building might be useful to UUCB for storage, but far larger than we would ever need. It is about 2 times the height we would need and over 8 times the floor space.
 - b. It is currently powered by a temporary PGE service, which will need to be removed. It also gets some power from our main electrical panel through a subpanel on the modular buildings. We would need to reconfigure the electric service entrance, as the temporary service is removed. We guess the cost in the range of about \$5,000.
 - c. The building has no foundations and is simply bolted to the asphalt pavement. It may be OK for temporary building, but not likely to be approved for a permanent building.
 - d. We would need to get the building entitled and permitted, which would take some time and money. We expect permit issues with seismic, HVAC, electrical, etc. No

way to know what the requirements might be until we do some design and apply for a permit.

- e. If we keep the building and then decide we don't need it, we would be responsible for the removal costs.
 - f. Tess, although needing storage, also agrees that we should let this building go.
3. General:
- a. Peter suggested that we might consider keeping the conduit and wiring to the lower parking lot, for future use, perhaps EV chargers.

The conduit is mounted on the fence and the modular building (which will be demolished) and the sub panel is mounted on the modular building. To keep the electric service would require cost to relocate the panel and some of the conduit. Tripp suggests that we have KFD remove all services, in accordance with their original contract, and UUCB can install conduit if, when and where needed when we fund the campus electrical upgrade.

- b. Larry Nagel recalled a conversation with Bill Hansel (a licensed architect), of the KFPD when the temporaries were designed. Mr. Hansel strongly recommended, at that time, that we not pursue the use of these as permanent buildings. In his opinion, the cost would not be worth it.

As we need storage and equipment sheds, we can investigate other options, such as container on the fire road, sheds against the north wall, expansion of the existing sheds, different use of the boiler room, etc.

When we decide to proceed with the all electric campus, we hope to design EV chargers in planned location

Respectfully submitted to Building and Grounds

Jane Lundin
Larry Nagel
Tom Tripp
Tess O'Riva
Peter Barnholdt

Social Justice Announcements

The LGBTQIA+ potluck party held on November 3 was a great success, thanks to Marsha Lanier and her committee. Queer folks, young and old, as well as their allies joined together that evening to enjoy an abundance of food and a wide variety of games. Then on November 12, the SJC voted for the **Pride Project** to become one of its Sponsored Projects, with the group's mission to create safe, welcoming and inclusive spaces where LGBTQIA+ individuals can support one another and foster a sense of community.

The **Climate Justice Committee** is reviewing the recommendations of UUCB members who participated in the UUA Climate Justice Revival with the aim of working towards the official status as “recognized” by the UUA as a Green Sanctuary Church. To do that, the CJC hopes to accomplish two of the UUA’s Four Essentials of Climate Action: Mitigation, Congregational Transformation, Community Resilience and Social Justice. (See December Beacon for further details.)