

Unitarian Universalist Church of Berkeley
Board of Trustees Meeting Agenda
Wednesday, September 10, 2025

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

7:15 1. CALL TO ORDER & OPENING RITUALS

- a. Chalice reading & lighting – Michael DeWitt
- b. Board Covenant reading- Helen Toy
- c. Land Acknowledgement Statement –Beth Jerde
- d. Widening the Circle Statement – Selene Fabiano

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 August 2025 Board Meeting minutes
- c. Accept Operations Director’s report

7:25 3. MINISTER’S REPORT

7:35 4. ANNOUNCEMENTS/LISTENING

- a. Board or staff announcements, Board Listening Presence
- b. Congregants who wish to speak to the Board on agenda items or other matters.

7:45 5. INFORMATION/DISCUSSION/ACTION ITEMS - Break @ 8:30 PM, if needed

- a. Welcome New Members
- b. Freestone
- c. Capital Campaign
- d. Safety Committee
- e. Accepting financial donations from parents of Good Earth students
- f. Human Resources Committee
- g. Governance Manual
- h. Intern Minister (Rev. Marcus)
- i. Beacon Article Ideas - October Beacon article - Carla McCasland

8:50 6. BOARD COMMITTEE MEMBER/LIAISON REPORTS

9:05 7. CLOSING COMMENTS

9:10 8. ADJOURNMENT

Aspirational Covenant of the UUCB Board of Trustees

Approved September 2019, updated April 2025

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 our preconceived notions and updating our previously-held beliefs; and
- To come to decisions we all feel we can support while recognizing diverse views.

Land Acknowledgement Statement

As we begin, we want to acknowledge that this church occupies land in Huchiuñ, the unceded territory of the Chochenyo-speaking Ohlone people. We understand that we continue to benefit from the seizure and occupation of this land. We acknowledge and embrace our responsibility to take restorative action. We affirm that this is deeply felt and commit our congregation to be in right relationship with Indigenous communities, aligning in solidarity, supporting Indigenous projects, and caring properly for the land.

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, August 6, 2025
Meeting Conducted via Zoom Video Conference

Minutes – Draft

ATTENDEES

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

Absent: Kristen Jensen, Carla McCasland

Ex officio members: Rev. Marcus Liefert, Selene Fabiano (Secretary), Lisa Maynard (Treasurer); Janae Heard

Visitors: Michael Armstrong, Victoria Bowen, Jean Gleason, Anne Greenwood, Anita Mermel, Bob Moore, Larry Nagel, Beth Pollard, Marta Tobey, Tom Tripp

A quorum being present, the meeting was called to order by Kay Fairwell, president, at 7:17 p.m. Helen Toy did the chalice lighting and reading, Beth Jerde read the Board covenant, Selene Fabiano read the land acknowledgement, and David Rosales read the Widening the Circle Vision Statement.

CONSENT AGENDA

A motion for the following (M- Pier /S-Helen Tinsley-Jones) passed unanimously:

- Approve agenda
- Approve June 2025 Board Meeting minutes
- Accept monthly Treasurer's report
- Accept Operations Director's report
- Accept monthly Freestone Oversight Committee report

MINISTER'S REPORT

Chalice Camp, headed up by Rev. Kathryn, is happening this week and approximately 20 youth are participating. Many teens have shown up to be counselors-in training and counselors. One opportunity during my summer study leave was to attend the annual conference of the Association of Unitarian Universalist Music Ministries. One exciting development is that the UUA's virtual hymnal is now live. UUCB will likely enter into a subscription to use this virtual hymnal to provide us with some new music. Peter and Kathryn are exploring opportunities regarding the playground; the Buildings and Grounds (B&G) Committee will also be looking into it. We are also having collaborative conversations with the preschool. The contract with school has some language regarding their responsibility to maintain the playground but we also

need to be mindful of the condition it was in when the school began using it. The short-term plan for the playground is use the available funds to level it and make it safe. A bigger vision for creating a more attractive playground will be part of the capital campaign. New staff: Eliza Cantwell began in June as our new Administrative Assistant; a new facilities assistant, Rainier, started two weeks ago and is working 20 hours/week. We also have a contract with a cleaning company to clean the church each week on Saturday evening. The theme for this church year is on building the common good and how building the common good brings our spiritual journeys alive.

The due date for Rev. Marcus' baby is October 23rd. He plans to work up until the baby is born but has scheduled guest ministers for the two weeks before 10/23, in case the baby comes early. He will be on parental leave through the end of November.

Questions/Concerns

Will there be any staff at UUCB on Sundays? Rev. Marcus clarified that the Facilities Assistant is not able to work on the weekends; however, there will continue to be staff presence by Rev. Kathryn, Charis, and/or Rev. Marcus.

ANNOUNCEMENTS/LISTENING

Report from Board listening presence: 2 people talked about the importance of Sunday lunches. Board appreciation group wrote to 114 people.

Congregants who wish to speak to the Board:

Bob Moore reported that a donor consortium had made an offer to purchase Freestone lots 1 & 2. The offer was sent to Beth Pollard to forward to the board. The donor consortium would like the board to consider the offer and respond. Bob will bring a physical copy of the proposal to the church along with a \$15,000 check. The board stated that they need some time to read through the proposal.

Per Michael Armstrong, the Nominating Committee will be convening in September. He asked if any board members who are ending their first term are planning to do a second term. Kay Fairwell indicated that she will not be doing a second term. The Nominating Committee will ask established church groups (e.g. music, pastoral care, etc.) for recommendations for potential new board members, in addition to reviewing the entire membership list.

DISCUSSION/ACTION ITEMS:

a. Goals for Year Ahead

Kay asked board members to think about their goals for the board this year. There will be a board retreat in the fall to discuss this. Kay and Helen Tinsley-Jones are working on the Safety Policy. Pier shared a goal of migrating the board to dedicated email addresses for board positions so that current and future board officers will have access to emails of previous individuals in the same board position, rather than that history being held in private email accounts. This would help with continuity over time. A second, related, goal is to have all board documents in one UUCB-owned Google drive. Michael DeWitt

shared a goal of increasing cross-pollination by co-hosting events with groups in Bay Area that share similar values. Helen Tinsley-Jones expressed an interest in the board's creating an orientation to board protocols, including information on how to use electronic communication tools. Another goal is to create a schedule of retreats early in the year so the board has time for visioning and goal-setting.

b. Capital Campaign Consultation

We have paid our down payment to consultant Kay Crider. Janae has compiled the many requested documents for Kay Crider. The activities/meetings with Ms. Crider will occur over the weekend of September 5-7. Rev. Marcus will speak with Kay Crider to find out the exact schedule. He doesn't anticipate any marathon meetings and thinks the board should expect to meet with the consultant on the evening of Friday 9/5.

c. Endowment Committee (EC)

In her Treasurer's report this month, Lisa Maynard addressed the need to for a functioning Endowment Committee and requested help from the board in identifying possible new members. Current Endowment Committee Chair Anita Mermel indicated that members don't need to have a background in finance but do need to have a desire to learn about the endowment funds and a willingness to put in 3-4 hours of work/month in addition to the monthly meetings. People who are already investing in retirement funds and have familiarity with required minimum distributions are great candidates. Please email Lisa any ideas for potential EC members.

The EC funds are managed by the UU Common Endowment Fund (UUCEF), not by UUCB EC members. The tasks of EC members include overseeing the investments, communicating with the UUCEF regarding distribution; creating marketing materials and offering workshops to educate and encourage church members regarding the leaving of bequests to UUCB in wills and estate plans.

d. Board-Designated Endowment

Lisa Maynard announced that Grace Ulp, who started the building maintenance endowment fund many years ago, left UUCB a **very** generous gift of \$560,000 for the Building Maintenance Endowment Fund. Please let Grace's daughters (Elaine Miller, Luana Pohlman, Kathleen Baumgardner) know how much we appreciate Grace's generosity.

The Finance Committee is recommending a withdrawal of the final portion of the \$758K (i.e \$33,000) approved in 2018 by the congregation to spend on building projects. There was some concern in the past about withdrawing this amount because there had been a practice of not allowing the value of the Board Quasi-Endowment fund to go below the total of the original donations (i.e. corpus) plus 10% of that value. However, the Finance Committee has learned that because the Board Quasi-Endowment Fund is not a true endowment fund it is not bound by the same legal requirements that apply to endowment funds. As a result, the Finance Committee believes that the money that was approved by the congregation for building projects should be used, as needed. The Finance Committee also recommends that the fund should never go below \$300,000 so that there is money available for emergencies. In June 2025, the board voted to set aside \$35K (the remaining \$33K plus a little more) for work on the playground. Since it can take some

time to get access to these funds, Lisa would like to withdraw the funds so that they are available at the time that the board has is ready to approve funding for a specific playground proposal. Lisa asked the board to consider approving the Finance Committee's Recommendation regarding the Board-Designated Endowment Fund.

Discussion:

The board should only approve spending of large amounts when they know how the money will be spent, i.e. when there is a specific project/proposal to review. It makes sense to make funds liquid so that we are in a position to give the green light when a good playground proposal is brought to the board.

Tom Tripp reminded the board that every project funded by the Board-Designated Endowment has been approved by the board prior to beginning and progress has been reported to the board and the congregation. The same process would occur if the board approved funding a playground improvement project.

Finance Committee Recommendation regarding the Board-Designated Endowment:

The Finance Committee recommends withdrawing the \$33K remaining from the congregation-approved \$758K from the Board-Designated Endowment. The Finance Committee reached consensus that avoiding spending below the "corpus" of the Board-Designated Endowment Fund is not appropriate when the church has urgent need of the funds, and our Bylaws allow for such spending. However, as a prudent measure, we do recommend retaining a reserve of at least \$300,000 for future unanticipated needs and emergencies.

Motion (M-Helen Tinsley-Jones; S- Michael DeWitt) to approve the recommendation from the Finance Committee in its entirety. **The motion passed** unanimously.

e. Safety Policy (Kay Fairwell and Helen Tinsley-Jones)

Kay and Helen are doing a deep dive in reviewing past safety policies/practices at UUCB. Helen noted that there is no mention of a Safety Policy in the church bylaws but the Governance Manual makes reference to one. There are many, many pages of different versions of safety policies. In 2017 a safety policy was adopted by the board and copyrighted. A new safety policy was drafted in 12/2023 but it was not implemented and a committee wasn't formed. A Safety Response Team (AKA Rapid Response Team) was also described in the 2023 policy and the names of possible members were listed. Helen reached out to some of these people and learned that these listed "members" weren't aware that their names were on this document and had not had any meetings.

Helen and Kay's recommendations: 1. Set up an immediate Safety Response Team (SRT) to create a protocol for urgent issues. This could be a Task Force of the Board; and 2. Establish a more long-term Safety Committee that would work to form a draft safety policy that could be presented to the board and congregation. Kay & Helen TJ will be reaching out for help from others.

Discussion/Questions

The Safety Policy needs to address cyber safety and privacy, and include an evacuation plan.

Tom Tripp noted that Buildings and Grounds has successfully addressed concerns outlined by the Kensington Fire Department regarding inadequate exit signs.

Larry Nagel commented on wildfire safety at UUCB, noting that UUCB became part of the Firewise community. Larry thought Phil Maynard might be UUCB's liaison with this Firewise community. Lisa Maynard will check with Phil about this. Joining a Firewise community means making a commitment to keep one's property clear of fire hazards and to try to harden the property as much as possible. UUCB has put in some screens to prevent embers from getting inside the building. Larry recommended that inclusion in the Firewise Community should be part of the safety plan.

f. Visioning

Helen Toy expressed a wish for the entire congregation to be involved in visioning and wonder if the work related to the Capital Campaign would provide opportunities for that. Rev. Marcus clarified that visioning is broader than the capital campaign and that we should include visioning as part of our thinking about priorities during the capital campaign.

g. Freestone

A proposal from a donor consortium was submitted today. The board will be reviewing it and responding during the next few weeks.

Larry Nagel provided a report for the Freestone Oversight Committee (FOC) and a review of events during the past few months. A special congregational meeting was held in April 2025 at which time the congregation voted (77 for and 74 against) to extend the date of the first milestone (i.e. raising at least \$250k by 12/31/24) to 9/30/2025. The extension was requested because the plans for a second well-drilling were delayed due to weather. Drilling of the second well was done on 5/27/25. The well was drilled to a depth of 280 feet and unfortunately came up dry. The FC began investigating the feasibility of drilling a 3rd well. As it currently stands, the Freestone Committee has until 9/30/25 to raise \$250k.

On Monday 8/4, after Larry had submitted his FOC report for the August board meeting, the FC decided not to pursue drilling a 3rd well. Today a consortium of donors submitted a conditional proposal to purchase lots 1 and 2.

Beth Pollard asked the board whether they wanted the FOC to review the proposal and come back with recommendations. The board indicated that they did want the FOC's review and recommendations. FOC will discuss the proposal at their 8/13 meeting and then file their Beacon report after that.

h. Beacon Article Ideas - September Beacon article by Michael DeWitt

The importance of endowments to the church, the recent bequest from Grace Ulp, and the need for Endowment Committee members. Michael DeWitt asked board members to email him with any other suggestions they have.

BOARD COMMITTEE MEMBER/LIAISON REPORTS

Social Justice Committee (SJC)- On 8/17 there will be the blessing of the 3 Sisters Garden and potluck. Climate Justice Committee applied for and was granted green sanctuary status by the UUA. Celebrating scholars – children of 5 members were celebrated for graduating and given \$400 each. No SJC meeting in August

HIP and LFDMC is sponsoring a 4-session book read, starting 9/7 as well as an author talk. The book is “The Beadworkers: Stories” by Beth Piatote.

Governance Manual (GM) Task Force. Pier, Lisa, and David, our Governance Manual Task Force members, have started meeting. They are reaching out to key people to gather information and get input re what language in GM is/isn’t working for them.

Annual reports are due 8/10.

CLOSING COMMENTS

Appreciation for Janae’s report and for all the work people are doing.

ADJOURNMENT

The meeting adjourned at 9:11PM

Respectfully submitted,

Selene Fabiano, Secretary

Operations Director's Board Report

August 2025

- **New Members:**
 - Harol Ogren
 - Denise Ogren
- **Average Attendance: 205**
 - In Person: 170
 - Online: 35
- **Finance**
 - Lisa Maynard and I have been checking entries in an effort to finalize last years books. We are working with Kevin and Diana to get all the entries coded correctly to give accurate reports and numbers for last year.
 - The switch to QB has gone smoothly. Everyone who needs access now has it, and we are working on getting custom reports set up for everyone. We should have a monthly system, timeline and consistent reporting starting next month.
 - In line with Sharon Dolans accepted document Care for Material Resources, I have put together a 5-year Capital Project Budget. B&G has reviewed the 5-year Capital Project budget, which will be presented to the Finance committee in September, then given to the Board in October to review and approve.
- **Facilities**
 - Peter and the B&G committee are working work on getting quotes, specifically for the playfield, music room furnace and ADA Access Breezeway-Safir doors, all projects which could be taken care of from Ladd Griffith Funds and are on the 5-year Capital Project budget proposal.
 - Peter got a quote for the Stage curtain repair, and we will hopefully have this repair done by the end of October.

- Peter has been in contact with Matrix and they will be coming out to do the preliminary assessment of the Sanctuary condensation problem and give us a quote for repair (project already approved from Ladd Griffith).
- Hot water heater install is scheduled to happen on September 6. This will replace the last gas-powered hot water heater on campus and get us on all electric heaters!

Report from the Freestone Oversight Committee

Larry Nagel
UUCB Board of Trustees Meeting
September 10, 2025

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

Background

- At the August 6, 2025 Board meeting, a congregant submitted an offer to purchase Lots 1 and 2.
- The Board requested that the Freestone Oversight Committee review the offer and submit a recommendation, as to what action, if any, the Board should take.
- The FOC met on August 13, and, after deliberation, voted 4-2 to recommend against accepting the offer.
- The FOC agreed by consensus that there would be both a “majority” report and a “minority” report to the Board so that the Board could hear the full spectrum of thoughts on the offer.

August 27 BOT Executive Session

- The two FOC reports were discussed at a BOT executive session on August 27, with the two FOC co-chairs (Beth Pollard and Tom Tripp) and one of the FOC Freestone Committee Representatives (Bob Moore) in attendance at the beginning of the meeting to describe the reports and answer questions.
- A supplement Minority Report was prepared and submitted to the Board on September 5 because FOC Freestone Committee Representative Dave Wemmer was unable to participate in the preparation of the original minority report or attend the August 27 BOT Executive session.

Resolution 22-1 Still In Effect

- Resolution 22-1 is still in effect, including the first milestone to raise \$250,000 by September 30, 2025.
- The Board is authorized and directed to list the entire Freestone property for sale if any milestone is not achieved.

Freestone Resolution Milestones

Date	Milestone	Comments/Status
9/30/25	\$250,000 or more raised	Date extended at the 12/4/2024 BOT Meeting Date extended again at the 4/27/2025 Special Congregational meeting
12/1/25	Building permits for Phase 1	By 3/1/24: FOC to adjust list of improvements contained in each phase, where warranted. No permit required for road improvements.
12/1/26	Phase 1 repairs completed & approved with secured funds	
12/1/27	Phase 2 repairs completed & approved with secured funds	
FY 26-27	Ongoing net costs to congregation's operating funds incl. operations & mngt, insurance, tax assessments, legal fees, permits, maintenance, repairs, and improvement do not exceed \$10k/yr for 2 yrs in a row, starting in FY 25-26, w/out express BoT approval in consultation w/ FOC	

Freestone Oversight Committee Report

Discussion/Questions

6 Aug 2025

Board of Directors
Unitarian Universalist Church of Berkeley
1 Lawson Road
Kensington, CA 94707

Attn: Beth Pollard

Re: Freestone Funding

The Freestone Committee has received an offer to purchase lots 1 & 2 of the Freestone property (attached). Since there is no water available, the possible sale is very restricted and the price offered is well above real estate agent estimates of value; it thus would appear to be favorable for the Church to accept the offer.

Although the total consideration of \$150,000 is short of the hoped for \$246,000, it would allow completion of phase I work which would allow unrestricted use of the property by the Church. The remaining \$96,000 for full rehab can be covered by funds already in the Freestone Fund, sweat equity, and contributions. A number of individuals have already indicated their plans to contribute to the Freestone Fund. In any event, not all the \$246,000 worth of work can be carried out immediately, so no overall delay would be expected.

The Freestone Committee hopes the Board of Directors will consider this offer carefully and accept or make a counter offer.

Respectfully,

The Freestone Committee

offer attached

OFFER TO PURCHASE REAL PROPERTY

THIS OFFER TO PURCHASE REAL ESTATE (the "Offer") is made by:

DWIGHT MERRILL, TRUSTEE and GLORY MERRILL, TRUSTEE OF THE DWIGHT and GLORY MERRILL LIVING TRUST of 7357 Hotchkiss Ave, El Cerrito, CA 94530, USA (the "Buyer")
PARTY OF THE FIRST PART

- TO -

UNITARIAN UNIVERSALIST CHURCH OF BERKELEY of 1 Lawson Rd, Kensington CA 94707 (the "Seller") PARTY OF THE SECOND PART

Background

Pursuant to that Congregational Vote of the Unitarian Universalist Church of Berkeley, of November 14, 1971, and reaffirmed by the Congregation on September 17, 1995, Dwight Merrill, Trustee hereby submits an offer to purchase vacant and undeveloped land identified as "Parcel One and Parcel Two" of that certain land located at 10635 Barnett Valley Road, Sonoma County, California, presently owned by the Seller under the terms stated below. This offer is expressly made for the purpose of funding repairs, modifications and improvements to the land, structures and utilities now located on Parcel 4 of the above 10635 Barnett Valley Road, Sonoma County, California, as such said repairs, modifications and improvements have been described in that certain "**FREESTONE RETREAT DECISION REPORT**" dated April 8, 2022,

IN CONSIDERATION OF and as a condition of the Seller selling the Property and the Buyer purchasing the Property (collectively the "Parties") and other valuable consideration the receipt of which is hereby acknowledged, the Parties to this Offer to Purchase Real Estate agree as follows:

Real Property

1. The Property is located at 10635 Barnett Valley Rd, Sonoma County, CA, further described as "Parcel One and Parcel Two" of land owned by the Unitarian Universalist Church of Berkeley. Further details describing the land description can be found on an attachment to this Offer. All Property included within this Offer is referred to as the "Property".

Sales Price

2. The total purchase price of \$130,000.00 (the "Purchase Price") that is to be paid for the Property by the Buyer is payable as follows:
 - a. The initial earnest money deposit (the "Deposit") accompanying this offer is \$15,000.00.

Seller(s) initials: _____ Date: _____

Buyer(s) initials: DM Date: 8/6/2025

The Deposit will be paid by check on or before August 25, 2025. The Deposit will be held by Unitarian Universalist Church of Berkeley until the sale is closed, at which time this money will be credited to the Buyer, or until this Offer is otherwise terminated; and

- b. All of any remaining balance of the Purchase Price, will be paid in cash at closing unless otherwise provided in this Offer.

Return of Deposit

- 3. The Unitarian Universalist Church of Berkeley will return the Deposit to the Buyer if the Offer is rejected or expires prior to acceptance.

Closing & Possession

- 4. The Closing Date will be on or be prior to October 15, 2025 or at such other time agreed by the Parties, at which point the Buyer will take possession of the Property.

Conditions

- 5. The Buyer's obligation to purchase the Property is contingent upon the following enumerated condition(s):
 - a. The seller will grant the Freestone Retreat Committee reasonable time to make repairs to the structure on lot # 4 at the above address.
 - b. The Freestone Retreat Committee will have reasonable time to make modifications to the access road to lot #4.
 - c. The congregation approves this sale, which is intended to supersede and replace Proposition 22-1, as amended 3/26/2023
 - d. After closing Buyer will contribute an additional \$20,000 toward access road improvements.
 - e. Should the Buyer sell the property described above within ten years of closing, Church shall be entitled to one half of any profit realized on the future sale over and above the purchase price herein and expenses of maintaining and improving Parcel One and parcel Two.
 - f. There shall be no sale of lot four before October 15, 2035, to allow the Retreat Committee to complete the above repairs, modifications and improvements except upon congregational vote. Unitarian Universalist Church of Berkeley will return the Deposit to the Buyer if the Offer is rejected or expires prior to acceptance.

Seller(s) initials: _____ Date: _____

Buyer(s) initials: DM Date: 8/6/2025

NOTICES

6. All notices pursuant to this Offer must be written and signed by the respective party or its agent and all such correspondence will be effective upon it being mailed with return receipt requested, hand-delivered, or emailed as follows:

Buyer

Name: Dwight Merrill, Trustee

Address: 7357 Hotchkiss Ave, El Cerrito, CA 94530, USA

Phone: (510) 527-2681

Email: reactpro340@gmail.com

Seller

Name: Unitarian Universalist Church of Berkeley

Address: 1 Lawson Rd, Kensington CA 94707 Phone: _____ Email: _____

Severability

7. If any term or provision of this Offer will, to any extent, be determined to be invalid or unenforceable by a court of competent jurisdiction, the remainder of this Offer will not be affected and each unaffected term and provision of this Offer will remain valid and be enforceable to the fullest extent permitted by law.

Interpretation

8. Headings are inserted for the convenience of the Parties only and are not to be considered when interpreting this Offer. Words in the singular mean and include the plural and vice versa. Words in the masculine gender mean and include the feminine gender and vice versa. Words importing persons include firms and corporations and vice versa.

Time of Essence

9. Time is of the essence in this Offer. Every calendar day except Saturday, Sunday, or a US national holiday will be deemed a business day and all relevant time periods in this Offer will be calculated in business days. Performance will be due the next business day if any deadline falls on a Saturday, Sunday, or a US national holiday. A business day ends at 5:00 p.m. local time in the time zone in which the Property is situated.

Buyer's Offer

This is an offer to purchase the Property on the above terms and conditions. The Seller has the right to

Seller(s) initials: _____ Date: _____

Buyer(s) initials: DM Date: 8/6/2025

continue to offer the Property for sale and to accept any other offer at any time prior to acceptance by the Seller. If the Seller does not accept this offer from the Buyer by October 30, 2025, this offer will lapse and become of no force or effect.

Buyer's Signature: _____

Dwight Merrill, Jr.

Buyer's Name: Dwight Merrill, Trustee

Address: 7357 Hotchkiss Ave, El Cerrito, CA
94530, USA

Date: 8/6/2025

Phone: 1-510-527-2681

Email: reactpro340@gmail.com

Seller(s) initials: _____ Date: _____

Buyer(s) initials: _____ Date: _____

Seller's Acceptance/ Counteroffer/ Rejection

_____ **Acceptance of offer to purchase:** The Seller accepts the foregoing offer on the terms and conditions specified above, and agrees to convey the Property to the Buyer.

Seller's Signature

Date

Time

_____ **Counteroffer:** The Seller presents for the Buyer's Acceptance the terms of the Buyer's offer subject to the exceptions or modifications as specified in the attached addendum.

Seller's Signature

Date

Time

_____ **Rejection:** The Seller rejects the foregoing offer.

Seller's Signature

Date

Time

Seller's Name: Unitarian Universalist Church of
Berkeley
Address: 1 Lawson Rd, Kensington CA 94707

Date: _____

Phone: _____

Seller(s) initials: _____ Date: _____

Buyer(s) initials: _____ Date: _____ Page 5 of 5

Mr. Merrill submits the following for the Board's consideration of his offer:

ITEM;	PURCHASE OFFER	RES 2022-1
Funding threshold	Starting cash on hand \$150K instead of \$250	Same w/ reduced start amount
Start Phase 1 repairs/improvements	Same as Res 2022-1 after \$150,000 obtained	Same w/ reduced start amount
Phase 1 Work completion	Same as terms of 2025 extension	same
Start Phase 2 repairs & improvements	Same w/ extension for completion of Phase 1 work	Same w/ extension for completion of phase 1 work
Other principal terms of Res 2022-1	Incorporated by reference	Same

BENEFITS OF PURCHASE OFFER

- ✓ Incorporates UUCB values, including respect for and support of the local natural environment.
- ✓ Immediate relief from taxes and any other concerns with lots 1 & 2
- ✓ UUCB Congregation can sell at any time after 10 years or before, if Freestone enterprise becomes insolvent or dissolves, as described in Res. 22-1
- ✓ Enhancement of UUCB Asset lot 4, by making improvements and repairs
- ✓ Immediate \$20,000 available for road repair/improvement.
- ✓ Avoids sale of all parcels at most inopportune time, due to massive increase in cost of materials for building or development, interest rates & uncertain economy.
- ✓ Potential buyers apt to make "fire sale" offers because of poor conditions of road and dome.
- ✓ UUCB to share any profit over original purchase price from sale of lots 1&2 for 10 years after sale.
- ✓ Pledge for additional \$60,000 to cover expenses and repairs up to \$10,000 per year .
- ✓ UUCB retains an improved asset and avoids holding onto a deteriorating asset.

August 24, 2025

To: Board of Trustees
From: Freestone Oversight Committee (FOC) members Susan Lankford, Larry Nagel, Beth Pollard, and Tom Tripp
cc: FOC members Bob Moore and Dave Wemmer
Subject: Dwight Merrill Conditional Purchase Offer for Freestone Lots 1 & 2

Summary

A conditional purchase offer (attached) from UUCB member Dwight Merrill, with the support of the Freestone Committee, for Lots 1 & 2 of the Freestone property was submitted to the Board on August 6, 2025. The Board asked the FOC to review the proposal and provide its thoughts and recommendations.

The FOC met on August 13th. Since FOC member Bob Moore helped Dwight prepare the offer, but does not have a financial interest in it, FOC members were able to ask Bob clarifying questions, and learn from FOC member and Freestone Committee Chair Dave Wemmer about that committee's role and support of it.

The consensus of the FOC was that there would be two reports to the Board: One from the four members of the Committee who do not recommend acceptance of the offer (Beth, Larry, Susan, Tom) and one from the two members who recommend acceptance (Bob, Dave) – with mutual sharing of the reports. This gives the Board a fuller spectrum of ideas about the proposal.

This report is from Beth, Larry, Susan, and Tom. In summary, we recommend that the Board not accept the offer because of its significant conflicts with Resolution No. 22-1 and its April 2025 amendment. Specifically, we recommend that the Board authorize the Board President to complete the "Rejected" section of the Purchase Offer, sign for UUCB and return to Dwight Merrill. along with a letter thanking the Merrills for their extreme, longstanding dedication to UUCB and to Freestone.

Context

Freestone has been a UUCB-owned meeting center since the 1970's, used for church and member activities, including retreats, weddings, meetings, etc, but the building has suffered from excessive structural movement, with resulting leaks, drywall damage, mold and other issues.

In 2015, due to concerns about Freestone, an independent development consultant was asked to visit Freestone and provide an opinion on the condition. The consultant provided a report highlighting safety and code related concerns, and on March 17, 2016, the Board closed the Freestone building for use due largely to concerns about church liability.

On October 21, 2018, there was a congregational vote proposing to sell Freestone, which received a majority vote, but not the 67% vote required by the board. (The vote was 79 to sell

and 63 to keep.) The resolution failed, and Freestone was not sold, but remained closed and repairs are not completed largely due to lack of sufficient funding.

In the summer of 2021, UUCB rented the Freestone property to a youth group as an outside campground, which created a disturbance resulting in the County enforcing the single family/agricultural zoning use.

After a year-long comprehensive process with the congregation, on March 26, 2023, there was a congregational vote proposing a defined and detailed plan to repair and restore Freestone to use, or, if requirements are not met, to sell it. This is the Resolution 22-1, referenced and attached.

Offer Summary

Conditional funds offered: \$130,000 for purchase; \$20,000 “*after closing toward access road improvements.*”

Notable conditions:

- “*Supersedes and replaces*” the congregation’s March 2023 Resolution No. 22-1, and its April 2025 amendment that extended milestone deadlines
- Eliminates the September 30, 2025 milestone, extended in April 2025, for up-front fundraising of \$250,000 for repairs, and eliminates all other milestones for completing repairs to the dome building/property and improving roadway access, and replaces those milestones with an undefined term “*reasonable time.*”
- Prevents the Board from selling the dome property before 2035 without congregational approval, whereas Resolution No. 22-1 authorizes and directs the Board to sell the property if it determines that any of the significant milestones have not been sufficiently met.
- UUCB would be entitled to half the proceeds from future purchaser’s sale of Lots 1 & 2 if it occurs during the next 10 years, less his property maintenance and improvement costs on the two lots.

Background/Discussion

1. Lots Value: The FOC had hoped to get advice on from the Realtor/Broker UUCB hired for the listing of Lots 1 & 2 about the current value of the lots as well as the entire property – with and without Lots 1 & 2. However, her agreement with UUCB has expired and she is professionally unable to give advice.

In 2024, when it was thought that a buyer would find water on the lots, UUCB listed them at \$300,000. The last estimate from the Realtor on their value without proof of water was around \$50,000 per lot; this was before the additional two unsuccessful well drillings - which, since disclosure to buyers would be required, could adversely affect the value. In any event, a \$130,000 purchase price appears reasonable to accept (unconditionally) for the lots in their as-is condition without a successful well drilling.

2. Superseding and replacing March 2023 Congregational Resolutions 22-1 and its amendment of April 2025: Resolution No. 22-1 was the result of a comprehensive year-long process led by Interim Minister Rev. Michelle Collins and involving the Freestone Committee

and engaging a substantial number of members. Its passage was by a vote of 87 to 78. The April amendment extending the fundraising and repair work deadlines by ten months passed by a vote of 77 to 74.

Resolution 22-1 (attached) contains milestones for raising funds, obtaining permits and completing repairs, along with Board authority and direction to sell the entire property if the milestones are not met. The milestones, authority and direction are eliminated in this Purchase Offer.

Resolution 22-1 also provides for an oversight committee, limits on operating and maintenance cost impacts to UUCB's General Fund, and a congregational process for determining use of proceeds from the sale of Freestone if milestones are not met – all of which are eliminated under the offer. However, we believe the offer would not override the Board's authority to establish oversight, budget limits, and a process for determining use of sale proceeds.

The resolutions from 1971 and 1995 referenced in the offer reportedly involved approval of the purchase of the Freestone property.

3. \$130,000-\$150,000 rather than \$250,000 up front: The proposal references the *Freestone Retreat Decision Report* dated April 8, 2022 (attached) prepared by the Freestone Committee. It estimates the cost of repairs as follows:

Stage 1: To reopen the dome building for use (the basis of work called Phase 1 in the resolution, although some work was added in the scope): \$129,450.

Selected road paving: \$105,300. This amount appears not to include costs to create roadway "turnouts" requested by the Fire Marshal after this estimate was prepared.

Stage 2: "Fully bring the dome back to a state of good repair and level of comfort" (some of the work of Resolution No. 22-1's Phase 2): \$36,150

Total including road work: \$270,900

Since adoption of the resolution, engineering advice has been obtained about a more robust and effective methodology for structural retrofitting of the dome, which we believe would be more expensive, but no cost estimates have been obtained.

The offer cover letter states that Phase I work can be accomplished within the \$130,000 purchase payment and would make the property safe for use. It further states that the remaining work can be accomplished by funds in the Freestone Fund (currently approximately \$15,000), "sweat equity" – i.e. volunteer work, and contributions.

It is not clear that Phase 1 repairs could be accomplished for \$130,000, as there are no up-to-date estimates, and the offer provides no secured funding to accomplish the roadway improvements, bring the dome up to a state of good repair and comfort, and repay the General Fund loan. Also, there are these uncertainties:

- A. Construction costs are more apt to rise than fall with the passage of time and potentially changed conditions and/or codes. By the time the work would commence, the estimates on hand would be about four years old.

- B. Resolution 22-1 calls for the structural work done on the Freestone dome building to be overseen by a CA licensed professional civil or structural engineer, and repairs and improvements to be performed and/or supervised by licensed contractors or similar professionals. These requirements disappear under the offer.
 - C. A main idea for having funds in hand for the estimated cost of work was stronger assurance that all the outlined work could be completed, and less lingering uncertainty about if/when it would be funded and finished.
 - D. The Purchase Offer should be reviewed by an attorney for UUCB, and those costs are not covered.
4. Repairs/improvements to be funded and completed over a “reasonable” period of time: There is no definition of the term “reasonable.” Resolution 22-1, as amended in April, requires that the following deadlines be met, without exception for any reason:
- A. March 31, 2026: Obtain building permit for Phase I repairs
 - B. March 31, 2027: Necessary funding, completion, and final County inspection approval of Phase I repairs
 - C. March 31, 2028: Necessary funding, completion, and final County inspection approval of Phase 2 repairs
5. Authority for sale of Freestone property: Under the offer, the Board is not permitted to sell the remaining lot (dome lot) prior to 2035 without congregational approval. This diverges from Resolution No. 22-1, which contains these Board authorizations on property sale:
- A. Board may sell Lots 1 & 2 as-is with majority approval of the Board “*if this is determined to be a favorable option for raising funds.*”
 - B. Board is authorized and directed to sell the entire property if the Board determines that any of the “*significant milestones have not been sufficiently met*” after consultation with the FOC.

Options to our recommended action to reject purchase offer

An unconditional purchase offer of \$130,000 for Lots 1 & 2 with a history of five unsuccessful well drillings (three many years ago and two this past year) is an acceptable amount relative to their value. It is the conditions in the offer that we consider unacceptable.

Alternative actions available to the Board that might have our support include:

1. Present a counteroffer to sell Lots 1 & 2 at an acceptable amount, but without conditions that run contrary to Resolution No. 22-1 and its April amendment. If the counteroffer sufficiently reflects the congregation’s resolution/direction, it may not require congregational approval. However, \$250,000 would still need to be raised by September 30.
2. Take no action on the offer. Either the proposers would seek congregational meeting approval of the offer via petition, or the offer would lapse.

Alternatively, the Board could also develop a counterproposal and/or enter into negotiations for terms it could recommend to the congregation.

Basis for recommendation. We believe the offer falls short in taking into account:

1. Congregation process and direction. The church community went through an extensive and inclusive year-long process in 2022-23 to reach the direction adopted by the congregation. The offer not only makes significant changes to the congregation's direction, it replaces and supersedes it. On process grounds alone, we believe the offer does not uphold the spirit of collective decision-making. This purchase offer takes us back four years, after the investment of a significant amount of time and effort.
2. Costs/funds needed. There are cost of living and other potential increases in costs to complete the work. The value of work expected for \$250,000 three years ago could now be closer to \$300,000, and it does not include the additional \$12,500 needed to repay the Freestone Contingency Loan funds borrowed from UUCB's General Fund for Freestone professional services costs in 2023 and 2024, nor the cost of legal review of this Purchase Offer. Additionally, increased concerns about fire safety and fire insurance could add to other construction and operational costs.
3. A reliable source of funds to complete the property repairs. Sale of Lots 1 & 2 at a purchase price for developable lots (with water) has been considered the most likely source of funds for the needed repairs. (Obtaining funds through a conservation easement was also considered likely, and that was unsuccessful.) UUCB was unable to sell the lots without proof of water. The inability to find water was also unexpected. The loss of this expected source of funds turns attention instead to soliciting contributions that so far have not been forthcoming from persons other than a handful of congregants and not in substantial amounts or to the threshold needed. This means:
 - A. The property could linger in a state of disrepair. Such a condition would require continual attention to potential health and safety concerns, and could compromise its ability or desirability for use. Of particular note is when/if there would be sufficient funds to improve the roadway (for ease of uphill access and fire safety), and repairs to fully bring the dome back to a state of good repair and level of comfort.
 - B. Potential competition, even if unintentional, with other UUCB funding needs. The Freestone Committee has been respectful towards the FOC fundraising guidelines not to interfere with other capital or General Fund fundraising, and its Chair has indicated a commitment to do so going forward if the offer is accepted. However, it is an ongoing concern that despite best intentions, consciously or subconsciously fundraising for Freestone could affect other UUCB funding needs, including impacting the upcoming Capital Campaign
4. Timeline for completing repairs. Rationale for having specified timelines in the resolution included allowing the congregation to move past uncertainty about

whether, when and how the dome building would be available for use or whether the property would be sold. The longer any timelines are extended, the longer the congregation has to bear ongoing uncertainty. Furthermore, the later the repairs get underway, the higher their cost.

5. The Congregation's direction for work to be performed and/or overseen by licensed professionals. The offer does not reflect this requirement and references work being done by "*sweat equity*" – i.e. volunteers. With growing complexity in building and fire codes, an increasingly litigious society, and an organization's moral and other responsibility around risks and quality of work performed by its volunteers, volunteer labor has become more challenging and less viable in construction. Moreover, it has been our observation that the number of Freestone volunteers and volunteer hours available have been modest, and have not shown signs of growth.

Legal Review

We recommend an attorney review the offer; a question is at what point. If the Board votes not to accept it, a petition for congregational vote is possible. The most prudent step is to initiate legal review now, before a congregation vote and perhaps before a petition is circulated. However, absent pro-bono congregant attorney services, this would incur cost.

Another approach is for any congregational motion on the offer to include a clause authorizing the Board to be able to modify the terms of the offer based on attorney advice, if the motion passes. This could be voluntarily inserted into the offer or action contained in the petition by the supporters of the offer, or by amendment at the congregational meeting.

Conclusion

We believe that the conditional purchase offer comes from a place of love for Freestone and the UUCB community, as well as generosity and hope. We respect our FOC colleagues who support the offer. We also recognize the effort that has been put into seeking a creative way for UUCB to continue to own the property. For us, however, the offer is too far afield of the congregation's expressed wishes and expectations for Freestone.

Attachments:

1. Merrill Conditional Purchase Offer, dated August 6, 2025
2. Resolution No. 22-1 and April 2025 amendment
3. Freestone Retreat Decision Report, dated April 8, 2022

Confidential
For Board and Freestone Oversight Committee only,
unless otherwise authorized by the Board or Board President

September 5, 2025

To: Board of Trustees

From: Freestone Oversight Committee (FOC) members David Wemmer and Bob Moore

cc: FOC members Beth Pollard, Tom Tripp, Susan Lankford, Larry Nagel

Subject: Minority Report on Updated Offer Package

Introduction: Unfortunately David Wemmer was out of town and not able to prepare a minority report nor accept the invitation to attend the Board executive session on Aug. 27th. Given David's knowledge of the issues, he, along with FOC member Bob Moore, felt it important to submit this minority report at this time.

New Enhanced Offer Package: The original Merrill Trust offer remains the same and is for the \$130K purchase price for lots 1 & 2. In addition, a separate cash donation of \$20K will be made to the Freestone Fund for the purpose of improving the access road. The conditions set out in this offer remain the same.

We are of the opinion this purchase price is very generous as our realtor, Laura Richards, has previously indicated market value could be \$0 to maybe as high as \$50K per lot. Given the number of dry holes drilled we have spent a lot of time and money proving Lot 1 has very limited development value which also does not help the value of lot 2. Selling the lots now to Merrill for this generous offer guarantees a cash return on these assets that may never be realized otherwise.

Subsequent to the Merrill offer, a new separate cash commitment of \$60K to the Freestone Fund is being pledged by Bob Moore. This donation is contingent on the Board accepting the Merrill offer. Together these total \$210K representing nearly 85% of the funding milestone goal of \$250K. This enough to complete Phase 1 work while current fund raising efforts continue. The FC already is hearing of probable significant donations in the coming year that will fulfill the \$250K commitment.

Discussion of Purchase Conditions –

Reasonable Time – We feel this is a fair request and recognizes that the FC does not have absolute control over obtaining County permits (processing and review backlogs) and execution of the work (contractor availability and scheduling). Therefore it does not seem

fair that lot sale proceeds and donated funds could be lost should a future milestone not be met due to actions of others not under FC's control. We feel the FOC in their oversight role could monitor progress and make progress reports to the Board. Should the Board find the FC is not making reasonable progress under the circumstances, then appropriate action by the Board would be reasonable.

Future Sale of Lots 1 & 2 with Shared Profit – However unlikely this seems at this time, you can never count out real estate in California. So the possible sharing of profit from a future sale, with the church, has value, with no risk.

No Sale Before October 15, 2035 – We find this to be in line with the above discussion of providing reasonable time to get the project completed given possible delays beyond FCs control circumstances faced by the FC. As always the BOT can call for a congregational vote if prudent progress is not being made or some other extenuating negative circumstances arise.

Opinion and Recommendation: The minority recommends accepting this latest offer package which essentially meets the \$250K milestone and the intent of the congregation to proceed as quickly as possible to get the house open to use. This immediate up front level of funding will allow completion of Phase 1 work and the reopening to use by the congregation which will generate revenue.

Current real estate market conditions are poor given early tariff impacts and economic uncertainty. It is not a good time to sell the whole Freestone enterprise. We feel it makes more sense to move forward to improve the property and increase its value. If we then do end up selling, it will bring a higher price.

If the project does move forward, but is later stopped and the enterprise sold, it is likely that some or all donated cash funds will be unspent. We recommend those unspent funds be offered for return to the donors.

Sale of lots 1 & 2 are in accordance with congregational vote in 1971 and reaffirmed in 1995, that sale of lots 1,2 & 3 were for the express purpose of investing in the improvements of lot 4. Lot 3 is the only successful sale so far. Lot 1 was sold to a congregant years ago but then generously deeded back to the church.

We recommend the Board invite Dwight Merrill, Bob Moore and David Wemmer to the next executive session on September 10th, for the purposes of answering questions and engaging in further discussion regarding the latest offer package. This would also afford the opportunity for possible modifications to the package in order to come to an acceptable offer package.

We recognize the sensitive position the Board is in regarding possible acceptance of the offer package. The package may not meet the exact requirements of Resolution 22-1, but we feel it does meet its intent.

Staying Focused on Offer Package: It was understood that the Board gave the FOC the task of evaluating the Merrill Trust offer and provide a recommendation for acceptance or not, with supporting opinion. We, the minority, find the submitted majority report has overstepped this assigned task by revisiting previous issues decided by the Resolution 22-1 vote which are not relevant to the review of the offer package. We believe this may lead the Board to, consciously or unconsciously, revisit the previous referendum on the overall Freestone enterprise when voting on the current offer package. The decision at hand is whether to accept the new offer package, not to revisit the previous resolution vote. and should not be revisiting previous issues that were inherent in the previous resolution process and affirmative vote.