

Unitarian Universalist Church of Berkeley
Board of Trustees Meeting Agenda
Wednesday, October 5, 2022

Via Zoom: <https://zoom.us/j/91070175965?pwd=d2FUcWZCQjYzVEF2MFZabWJQOVRRrUT09>

6:00 PM EXECUTIVE SESSION

7:00 1. CALL TO ORDER & OPENING RITUALS

- a. Chalice reading & lighting - Pier
- b. Board Covenant reading - Lenore
- c. Land Acknowledgement Statement – Dave
- d. Widening the Circle Statement - Selene

7:10 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 Board Meeting minutes of August 3, 2022
- c. Accept monthly Executive Director report, acknowledging receipt of draft Report on Audit of Fiscal Year 2020-21 and Executive Director summary, for Board review, discussion and acceptance at its November 2 meeting
- d. Accept monthly Treasurer report

7:15 3. MINISTER’S REPORT

7:25 4. ANNOUNCEMENTS/LISTENING

- a. Board or staff announcements, Board Listening Presence
- b. UUCB action response to destruction of our *Black Lives Matter* sign on Moeser @ Craft
- b. Congregants who wish to speak to the Board on agenda items or other matters.
Note: Congregants will have the opportunity to speak on the Freestone action item towards the beginning of that item, and to use the Zoom chat feature during the item.

7:30 5. BOARD COMMITTEE MEMBER/LIAISON REPORTS

- a. Ministerial Search Committee monthly written report
- b. Other oral reports

7:35 6. ACTION ITEMS

- a. Approval of motion on the future of UUCBs Freestone property to present for congregational vote at a special Congregational Meeting on Sunday, October 23, 2022.

5 MINUTE BREAK after or during the above item

- b. Logistical direction in preparation for Congregational Meeting.

7. CLOSING COMMENTS, APPRECIATIONS AND ADJOURNMENT

November Beacon (due October 15): **Cordell, Dave or Pier**

October Listening Presence: **Bill**

November Listening Presence: **Elaine**

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

As we begin, we want to acknowledge that this church occupies land in Huchiun, 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, September 7, 2022**

Meeting Conducted via Zoom Video Conference

Minutes – Draft

ATTENDEES

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

Absent: Lenore Ralston, David Roberts

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

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

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

CONSENT AGENDA

A motion for the following (M Helen __/S Bill __) passed with 7 votes. Pier abstained.

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

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

INFORMATION ITEM

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

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

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

Minister's Report: Rev Michelle

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

LISTENING

Announcements:

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

Congregants who wish to speak to the Board:

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

DISCUSSION/ACTION ITEMS:

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

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

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

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

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

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

Reverend Michelle named the following:

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

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

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

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

1. Letter from Attorney Wallis vs Freestone Committee findings.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

BOARD COMMITTEE MEMBER/LIAISON REPORTS

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

Highlights of the MSC report:

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

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

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

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

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

ADJOURNMENT

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

Respectfully submitted,

Selene Fabiano, Secretary

UPCOMING EVENTS AND BOARD RESPONSIBILITIES

September Listening Presence: Beth Pollard

Next Board Meeting: October 5, 2022

Executive Director Response to Financial Audit FY20-21

Submitted by Tess Snook O'Riva 9/30/22

Summary

After over eight (8) months of work, our staff and contractors have finally submitted sufficient documentation to our auditors, Healy & Associates, for them to issue a draft report. This response highlights my takeaways from the entire process, underscores key findings from my perspective, and reflects the interventions done to date on both findings and recommendations from Healy.

The Draft Audit Report

There is only one technical finding that Healy included in their report, that of poor document retention. The majority of the delay in completing the audit can be attributed to poor, missing, or hard-to-find documentation. Although some documents requested were exceeding old (original purchase price, etc.), not having these documents in a retrievable space inhibited our progress greatly. As a result of this finding, the Audit Committee, in consult with the Finance Committee and the ED, will be compiling best practices and implement strategies including:

- Updated comprehensive document storage and retention policies
- Implement file naming convention standards
- Document scanning and filing project of all important and/or historical documents
- Single, online location for a comprehensive library of historical and financial documents
 - o Include past audits and documents used to support them
 - o Include documentation for capital improvements
 - o Real estate purchases and sales
 - o Tax filings

Recommendations

Over the course of working with Healy, they made many informal recommendations and best practice suggestions, only some of which were mentioned in the report.

- Have all employees sign attestation that they have received a copy of the Employee Handbook (in process)
- Draft a policy clarifying the process for congregant-sponsored special projects (e.g., UUCB pays contractors directly and invoices congregant)
- Improved reporting to ensure accuracy between our two systems with financial data (Breeze & Fund EZ)
- Executive Director to review at least quarterly: Payroll reports, reconciliation reports, and coding accuracy reports
- Investigate options for improved processes for: month-end, quarter-end, & year-end closings

Key Takeaways/Interpretations

- Rentals and leases are second only to contributions from congregants in the Revenue category. This not only underscores how important rentals are to our financial health, but also reflect how we are diversifying income streams to remove some pressure from Stewardship and address the evolving demographics of a younger, less financially stable congregation.
- The 2018 Financial Pickle has been resolved and UUCB has sufficient cash flow to meet its financial obligations
- The PPP Stimulus loans, and subsequent forgiveness were paramount to lifting UUCB to a place of sustainable financial stability
- UUCB is financially healthy at this time

Board Liaison Notes from 9/29/22 MSC Mtg.; from Greg Lemieux

Hi Helen and Cordell,

Here are the meeting notes that the MSC committee recorded during our discussion with you during our meeting on Thursday September 29. I've added some additional items that we are currently working on or milestones we've completed that we didn't get the chance to discuss, but I thought would be relevant for

1. Survey - due Oct. 2
 1. Current response count stands at 125 up from 75 prior to last deadline (goal is 150)
 1. We are unsure of the exact date for the completion of the member certification that is underway by staff. As such we are sticking with the 150 response goal.
 2. We will likely not extend the deadline, although we will consider leaving form open
 2. Survey result analysis to begin the week starting Oct 2. Survey team meeting TBD.
 3. Greg, Ladie, and Deborah are reaching out to members without email
 1. Barbara Cullinane in her capacity with Pastoral Associates inquired about our outreach to older members without email
 2. We realized we did not have a plan to cover this group and followed up with Lonnie Mosley and via Breeze to collect information.
 3. This groups represented by 10 members, 2 with only mailing address as contact information
 1. Considering mailing to the later two
2. Cottage meetings and focus groups
 1. 9 out of 22 focus group meetings have been held so far
 2. 4 cottage meetings have been scheduled starting in mid-October
 3. Helen notes that people may not distinguish the difference between focus groups and cottage meetings. We should clarify this.
 4. Cordell feels that the focus groups are having the important side-benefit of giving people the space to reflect on the congregation and themselves.
3. Board members focus group discussion about contract ministry
 1. Should we change the language around the usage of the word "call" in the third question?

1. Consensus seems to be yes - updated for subsequent meetings
2. Review and next steps on agenda for next meeting (Wed Oct 5)
4. Beyond Categorical Thinking
 1. Application submitted and received by the UUA
5. Website
 1. Audio version of the FAQ page recording to take place at next meeting (Wed October 5)
6. Sunday Table
 1. MSC will continue to staff a table every Sunday beyond the survey to act as "open office hours."

Please let me know if you have any questions or concerns.

- Greg

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

Summary of Motion Sections:

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

Formal Motion DRAFT

Whereas:

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

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

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

Furthermore:

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

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

And furthermore:

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

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

Clarification notes:

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

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