

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](#).*