**Minutes of the Special Meeting**

**of the Orinda Community Church**

**Sunday, November 8, 2020**

Sixty-six members of the congregation met via Zoom for a special meeting of the congregation which was requested and noticed in accordance with OCC Bylaws. Moderator Kurt Sunderbruch called the meeting to order at 11:06 a.m. He reviewed the agenda and the ground rules for the meeting.

**Proposed Change to OCC Bylaws:** Kurt spoke with the UCC Conference a few weeks ago and it mentioned that having a fixed number for a quorum isn’t a best practice of the Conference. So the Council is proposing a change to make things run smoothly. The proposal is: Article 4, Section 7 Quorum: change from 50 members to 15% of active members as certified by the clerk on the date of the meeting. Except when absentee voting is authorized, then quorum will be 20% of active members.

Right now with 192 members, we need 50 members for a quorum. Most churches are using 15% of their active members as a quorum number. With 141 active members, we’d need a quorum of 22. Using a percentage instead of a fixed number for our quorum allows the quorum number to change as the active member number changes so we don’t have to keep redoing the bylaws. Over the past three years Dagmar and Kathleen have removed members from active status who have transferred to another church, withdrawn their membership, and/or who have moved outside the Greater Bay Area (no longer attend services/participate). This has allowed us to obtain a count of our active members. It is usually up to a church’s pastor to decide whether or not to formally track active/inactive status and how to do so.

Responses to Zoom audience questions revealed the following information. Only church members vote; nonmembers do not. While 15% of active members might seem low, it is only a minimum number that permits us to take action. With a hard and fast number that isn’t flexible, it’s hard to get anything done. All the work that goes into presenting an issue to church members for a vote is lost if we can’t get a quorum for the vote. It can be hard to get 10% of the vote for some professional organizations. Non profits use the 15% standard—that’s about the norm. Following the question and answer period Kurt took a roll call vote. The proposed change to the bylaws carried unanimously with 66 votes.

**Search Committee Slate Approval:**

Kurt reviewed that when a pastor vacancy appears, we’re compelled by our bylaws to form a Search Committee (SC) to call a pastor. The bylaws don’t dictate how to do this. The Council recommends we look at our church needs/goals and compare those to the gifts of any known candidate. Our obvious known candidate is Elizabeth Robinson. If the two match, we’ll call Elizabeth. If they don’t match, we’ll do a full search. There are 9 people on the SC slate: Mitch Breitwieser, Fred Matteson, Gail Mead, Nik Nackley, Roger Samuelsen, Lani Shepp, Mary Volmer, Kathleen Wiegand, and Bob Winbigler. There can be more than nine, but no additional names were suggested from the audience. The SC people do not need to be church members. Kurt took a roll call vote. The Search Committee slate was approved unanimously by 65 votes.

**OSHF Project Option Agreement Presentation, Discussion, and Vote to Approve:**

Per Kurt, OSV and OSHF are our second longest term mission partner after TOPS. A majority of the nine OSV Board members need to be from OCC. He thanked the OCC Board members for their work. He also thanked Gwen McNeilus, our newest Board member, for the enthusiasm she’s brought to the Board. Since Mike Kersten’s term is ending in January, we need a new OCC Board member. If interested, please talk to Anne or Kurt.

Per Kurt, the congregation is being asked to authorize the Council to prepare and sign an option agreement and ground lease between OCC and OSHF provided the documents are reviewed by OCC’s attorney, Dave Barron, and consistent with the following terms:

1. The ground lease will cover a subdivided portion of the church’s property which starts above the Fellowship Hall and includes the existing caretaker’s cottage, OSV garden, and upper parking lot,
2. OSHF will plan, construct, and operate an affordable housing project (the “project”) consistent with the FAQs and the church’s standing as a Creation Justice Church and subject to design review and approval by the City of Orinda,
3. It is anticipated that the project will involve three phases: a) the option phase during which OSHF will subdivide the property and finalize its plans and permits; b) a construction phase which is anticipated to last about two years during which OSHF will pay OCC $2700 per month as compensation for the loss of its caretaker housing and consistent with the rental value of the 2-bedroom unit which will be assigned to OCC; and c) final operations where once operations commence, OCC may either use or receive the rental value of a 2-bedroom unit plus OSHF will share 50% of its annual net operating income with OCC. OSHF will pay a $3000 per month draw against OCC’s share of the net income which it is anticipated will be approximately $30-50,000 per year. All income calculations will be independently audited.

The audit will determine what our share is. We want approval from the congregation so OSV can move forward in discussions with the city. Per Fred Matteson, who is closely involved in the project, this offer is remarkable. We’ll lose the cottage but get a 2-bedroom apartment or the cash equivalent. We’re approving the Council’s ability to continue to negotiate on the project. This vote will allow the Council the proxy to act on the church’s behalf. With our majority on the Board, we’re doubly protected. The purpose of the ground lease is that we’re not giving up capital or taking risks and this will provide us with an income stream.

Kurt introduced Victoria Smith from the OSV/OSHF Board who named the other non- OCC board members: Bob Thompson, Cathy Cutler and David Cronin. She also introduced John Wyro, project manager, and Steve Oliver, construction manager. Steve Oliver reviewed the project footprint. Per Kurt, based on where we are in the project, OSHF can’t go forward with the City of Orinda until we grant the Council and Moderator the authority to sign the option agreement and continue negotiations on the final ground lease. Any drawings we have now are subject to approval by the City of Orinda, per John Wyro. There will be many steps in the city process and then it goes through design review. There are many opportunities for input but we don’t know now what the changes may be. It’s a public process with public input. Many people will have the opportunity to comment on the process.

Responses to Zoom audience questions revealed the following information. We won’t be able to keep the garden but maybe it can be moved somewhere else. The current financial health of the OSHF foundation is robust. They have $15-16 million for the project and will borrow more. The new project won’t connect physically with OSV but they are geographically close. With 51 units, the new project is much smaller than OSV. The majority are one-bedroom units with 1-2 people in each. The new project will share management with OSV (Barcelon Management). OSV has a van and a driver and the new project residents will have access to the van once Covid ends. The van helps out with shopping errands twice a week and Orinda has a robust Seniors Around Town program that does volunteer shopping for residents and doctor visits. The caretaker unit will be on the bottom floor and OSHF will help it be located close to the church. The project is in the very preliminary stages of the architecture design process. OSHF has a considerable interest in sustainability and is trying to work it into the final design. The design is stacked and stepped back to work with the topography of the hillside. It will have the same feeling as the Monte Verde project. The area above the building is church property but isn’t buildable and it will be landscaped. Perhaps it can be used for a garden, but it would need to be terraced. Since there is interest, OSHV will look into using this area as a garden. OSHF has met with the fire district and will continue dialog with them on safety measures; emergency evacuations from the new project shouldn’t be a problem.

There are 31 parking spots for the new project residents. Twenty-five spots are required for the 51 units so it meets the parking standard and actually has more spots than required. Not all the residents will need parking. There are parking lots below the church. The lower lot is a public parking lot and we’re not restricted from using it. It is working out quite nicely—the city doesn’t use it much. We will lose the upper parking lot that has been chained off for the past year but this project is a tradeoff. It’s worth giving up the chained upper parking lot for the benefit of the revenue. It’s a good decision for the church; we will have more money for the programs that matter to us.

Our caretaker, Dion, supports this project whatever happens to the caretaker position. He also supports the garden being moved to somewhere else. He feels it is a worthwhile project. We can be creative with the parking and it’s worked out for the 11 years he’s been caretaker. OSV and OSHF are different but have the same Board of Directors. When OSV financed to get the $15 million for the new project, it had to create a new organization which became OSHF. They share the same management company and staff. Their finances can’t be combined; we’ll be benefitting from the OSHF profits. The project building, with its varying heights, shouldn’t be a problem in overshadowing the Fellowship Hall. We can’t answer everything today, we’re just deciding to go ahead with the project. Kurt took a roll call vote. The members voted 58 to 1 to grant the Council and Moderator the authority to sign the option agreement and continue negotiations on the final ground lease.

Kurt adjourned the Zoom meeting at 12:49 pm

Kathleen Wiegand, Clerk