MINUTES of the TRUST MEETING of the BOARD OF DIRECTORS of the BAY AREA VIPASSANA CENTER (BAVC) HELD JUNE 3, 2017 @ EBVH

Facilitator, Timekeeper: Adrian Foley

Location: East Bay Vipassana Hall (EBVH), 1250 Addison Street, Room 212, Berkeley, CA 94709

(510) 224-5070.

In Attendance: 1) Ashutosh K. Harsh, 2) Amir Naimi, 3) Judith Alper, 4) Ashish Dixit, 5) Stephen Lamm, 6) Doug Jackson, 7) Nikhil Jain, 8) Diane Matthew, 9) Mukul Agarwal, 10) Tayeko (Tai) Yamada, 11) Taru Jain, 12) Ann Seitz, 13) Tim Donovan, 14) Karen Donovan, 15) Prahallad Iyengar, 16) Nandini Iyer, 17) Adrian Foley, 18) Rajashree Iyengar, 19) Matt Iverson-Comelo (19 attending)

Discussion & Action Items Q=Question, A=Answer, C=Comment
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- 12. Judith Alper, Oakland, SAT, BAVC trust, advisor
- 13. Taru Jain, South Bay, Search committee
- 14. Tai Yamada, Berkeley, Trustee, EBVH Treasurer
- 15. Matt Iverson-Comelo, Castro Valley, AT advisor SF, BAVC Outreach advisor
- 16. Nandini Iyer, Santa Clara, Outreach
- 17. Diane, Marin, visiting for the day
- 18. Ashutosh Harsh, San Francisco, BAVC Trust member
- 19. Ann Seitz, East Bay, BAVC secretary, Outreach committee

TO-DO REPORT BACK FROM ANNUAL TRUST

To-Do items generated from the Annual Trust meeting not completed are:

- Finance Committee seeking tax prep person. (*See action item*)
- Outreach Committee will organize a Basecamp tutorial if requested.
- All members were asked to research and discover if the company they work for offers a Matching Fund Program.
- This year's Occidental Course is looking for old students to take "lead" on the various tasks needed, in particular on site to guide new or unfamiliar students on how to complete a task.
- See the Tech Committee Report to see their progress setting up a Tech team? Emails have been sent to determine status of new Website progress.
- A one-page Search summary document with highlights will be put on Basecamp for anyone wanting to become familiar with the process.
- Status & Compliance, two separate issues with the state of California for non-profit status (unresolved, Judith)

Q=Question, A=Answer, **C**=Comment

ACTION ITEM: If you know of a reliable CPA who specializes in working with non-profits please contact Nikhil. ~ *All*

ACTION ITEM: There is some need for basic Basecamp assistance. Ann and Brooke will develop a tutorial to be held via conference call or Skype or in-person where a computer is available. ~ *Brooke*

ACTION ITEM: These people will distribute this year's Occidental tear-off flyer with Application for Service information. They will distribute them to the Metta day tables and other appropriate locations about the end of July:

Judith: Dhamma Manda

Prahallad: SBVH

Matt: SF where appropriate

Nandini: CVC Doug: EBVH

ACTION ITEM: Secretary will send a reminder email end of July to Judith, Prahallad, Matt, Nandini, Doug to post Occidental tear off fliers. ~ Ann

HALL REPORTS

EBVH

There isn't a lot to report. We do have some tasks we hope more OS will help with. There aren't a lot but more people doing them would be nice. We have enough hosts for now for group sits, one-day courses.

We currently have one-hour sits Monday through Friday mornings at 7am and Sunday through Thursday evenings at 7pm. We have AT led one-day sits on the 2nd Sunday and 4th Saturday of the month. Attendance at these sittings varies. Mornings tend to have few sitters. Evenings generally have up to 15 sitters. One-day sits can have up to 30 students although not everybody attends the full day. Three hours sits also have 10-15 sitters.

We try and have special events every few months for example today's "Ask an AT" after today's trust meeting.

As of April 2017 our balance is -\$4,000 annually, we are about \$250 short each

ACTION ITEM: Illuminate the Dana Computer Square in some way that the screen doesn't go dark or into Save mode when OS are here. ~ *Doug*

Comment: Tiny battery operated LED lights around the edge might do.

month. We've found that since we installed Computer Square for electronic donations on the Dana table it has been surprisingly effective in getting more Dana. We aren't discouraged, it's important to support the old student community by keeping the hall available. We want to encourage more OS to participate in the EBVH committee.

SBVH

The yearly lease for the current SBVH space (@432 Scott Blvd., Santa Clara) ends October 2017. Continuing here at a higher rent on a month-by-month basis could be a short-term option. Plans must be made for another location. The owner at Scott Blvd. has plans to demolish and build a multi-story building on this site. This process will take at least 6 months to a year and the rents are also likely to increase based on the current commercial real estate rates.

Current location details: Area: About 880 sq. Rate: \$1.75 / sq.

Monthly Rent: About \$1,540

One new location seems workable. It's an office space building that one old student is willing to offer some assistance. Some of us (Rajesh, Tim, Karen) have looked at this space located in Campbell on the second floor of the building. Currently 2 Suites are in consideration #200 and #212. The OS owner plans to enlarge one office room, join two offices together for SBVH where the larger would be used for the hall and the smaller for storage, children's course activities, AT lunches, other course activities.

Here are those additional details:

Location: Campbell

Area: Suite # 200: 700 sq. ft.; Suite # 212: 540 sq. ft. => Total Area: 1240 sq. ft. Proposed Rate: \$1.75 / sq. ft. (in line with the lowest rate on the rent roll for that

building)

Proposed Monthly Rent: \$2,170

This would lead to an increase of \$7,560 for yearly rent for SBVH (Current annual: \$18,480; new annual: \$26,040)

ACTION ITEM: SBVH will purchase, install and use a Computer Square for Dana donations.

ACTION ITEM: Rajesh will send an email to the SBVH email listserv informing everyone that SBVH is looking for another site and ask all to participate in looking for and to suggest other possible options for a new SBVH location. ~ Rajesh

ACTION ITEM: Prahallad or Judith will work with Adrian to discuss with Rajesh how to get the following information. Once gathered there will be a report back to the trust:

- 1. Details about what is really going on at the current site with its demolition and is it imminent?
- 2. Determine if there is a timeline for renters to leave?
- 3. Can rent being raised after the lease expires be negotiated downward?
- 4. What are the details for extending the SBVH use of its current location on a month-to-month basis after the lease has expired in October? ~ *Adrian*

ACTION ITEM: Mukul or Meenu will speak to the owner of the building of the proposed Campbell location to:

- 1. Determine if there is an actual date deadline in September from the owner for SBVH to accept and rent this as a new location?
- 2. Find out what can be negotiated i.e. Cost per square foot, Rent.
- 3. See if OS owner has a particular Dana in mind?
- 4. Find out how long OS owner willing to hold the proposed space in Campbell? ~ *Mukul*

ACTION ITEM: Arrange a Campbell site visit possibly the 17^{th} or 18^{th} of June. This is a trust decision so we need to see this site before we sign a lease. $\sim Prahallad$

ACTION ITEM: As part of the trust site visit to the Vega Road property adding a visit to this Campbell location might be added into the day's

activities. ~ Mukul.

ACTION ITEM: All are asked to spread the word around to find if any other space may be available in the area. $\sim All$

Question: Does this new site offer ADA access? **Answer:** It has an elevator.

Comment: The Campbell location OS was in the middle of this property purchase, where he will own and have his own office, when he found out SBVH was looking for a new hall. After some considerations the OS owner has indicated that instead of lowering the rent per square foot he would like to give Dana in another way like a donation to the trust. In the end this may balance out to be more or less what we are paying now at the current hall.

SAN FRANCISCO

The San Francisco Vipassana Committee members are communicating well and have about 5-6 members functioning like an ad-hoc committee. We offer one-day courses at the Geary hall and are doing a much better job about communicating to OS when courses and events are offered.

Question: When there is a sit about how many attend?

Answer: About 10 people attend.

Question: Are the one-day courses better attended than they used to be?

Answer: Yes, much better, the first time we announced a one-day about 20 people came. Typically somewhere between 10-15-20 attend

Comment: Our first special event there happened to be as loud as I've attended since India. There was a talented musician outside.

INTEGRATED INTER-COMMITTEE INTERACTION with COMMITTEE MEMBERS FROM FINANCE, OUTREACH AND SEARCH (IN-PERSON MEETING)

On Saturday, May 13, 2017 members of the Search+Outreach+Finance Committees held an in-person meeting attended by Matt Iverson-Comelo, Judith Alper, Tim & Karen Donovan, Nikhil Jain, Meenu Gupta, Ann Seitz, Stephen Lamm, Ashish Dixit, Mukul Agarwal, and Taru Jain where updates from those committees were shared. BAVC committees will continue to have crossover, and cross-purpose, informal in-person meetings.

FINANCE

Two Basecamp documents were used to present this report:

- 1. Guiding Principles for Financing a Bay Area Center and
- 2. Old Student Loan Program (OSLP) (please keyword the titles of these documents in Basecamp to read details in full)

Guiding Principles for Financing a Bay Area Center in brief summary says: DVERALL:

The committee believes there is a great enough need and the bay area has the

ACTION ITEM: Finance Committee will prepare a BAVC Financial Status document to show to any potential seller that will include BAVC finances and that of an operating center. ~ Finance Committee

Question: Should the financial documents of BAVC be prepared to share with any seller now? **Answer:** Starting of a center is very different from the operation of a center so we might be better off showing the Dana flow at an already operating center. We will use language like "our experience with many other centers leads us to the conclusion..."

Question: Do we have proof of funds fleshed out

community and resources to purchase and build a new center.

FINANCE RELATED:

Financing a property will be through a combination of Dana, old student loans, and monthly pledges, as we do not qualify for commercial loans.

SPECIFIC PROPERTY RELATED:

The method of acquisition is by way of Letter of Intent (LOI) and Purchase and Sale Agreement (PSA).

Old Student Loan Program (OSLP) defines the Old Student Loan Program as:

- 1. A legally binding instrument between OS and BAVC.
- 2. Long term loans:
- a. Loan amount \$100,000K with \$10 K increments (Maximum loan amount \$500K.
 - b. Terms 7-15 years
 - c. Interest: interest free option.
- d. We will not be paying any interest or principal back until the center starts offering regular courses. Amortization schedule will be decided at the time the loan is executed.
- 3. Short term Loans:
- a. Loan amount \$10K with \$1K increments (Maximum loan amount: \$100K)
 - b. Term: 4-5 years
- c. Interest: No interest loans or 1.8% (subject to revision based on market trends) *Annual compound interest, paid at the end of term *Payback: balloon payment at end of term.

For any transaction the Letter of Intent (LOI) is the starting point with any seller. It shows our intent and allows us to continue with confidence with due diligence with the county. Then we proceed to the Purchase Sale Agreement (PSA) and there is typically about one month between the two. We will need to show proof of income to any seller that can be a receipt for Dana given or pledged.

Trust will continue to make effort to refine and define our loan information as OS ask more about this. This committee is willing to proceed with purchase without the full purchase price in hand.

Whenever BAVC takes a loan we must be sure we can service that loan and that means pay that interest. Our discussion around that is how to afford any loan taken. These loans are not a mere handshake agreement but instead will be legally binding promissory notes between the centers and the student.

BAVC will not take out loans we cannot afford, one strategy is stagger loan payments so we don't get overwhelmed, we will also have a few Old Students as stand by to help back up to meet emergencies. We prefer long-term over short-term because acquisition of a new center can be long and drawn out.

One other point in line with Goenkaji's guidelines is BAVC will not finance a center more than 50% by way of loans.

to present our financial status to a seller? *Answer:* No, not yet but we need to do this.

Question: How does BAVC or a student provide documentation of their pledge?

Answer: There must be a way to present a receipt. I'd like to add that in any typical business transaction the buyer has a commitment to the seller to show proof of funds.

Question: Are the features of MAVA different than in this presentation

Answer: BAVC is also developing a financial model.

Question: Is it possible to take a loan from another center such as CVC?

Answer: No, most all centers are not so financially flush they can loan money. Currently, CVC holds about \$250 of BAVC funds they can't yet return. C CVC already has money they are holding they can't pay back right now.

Question: Can we get a bridge loan from a center? **Answer:** If centers have enough money there isn't a problem but bridge loans usually come from OS.

Comment: One of the contingencies for us is working with the seller of Vega Road who is willing to discuss finances.

Comment: Dhamma Manda took a \$500,000 loan from Colorado during a time when purchase of a Colorado property had stalled. 3 or 4 OS co-signing that loan as part of the Old Student Loan Program (OSLP) made it possible, in other words the loan wasn't directly from the Colorado Trust or center. The terms were Dhamma Manda wouldn't make any interest payments, until the first phase of center was built out and they started holding courses and started getting regular Dana. This loan has since been paid back. Texas is the only place that doesn't have debt but it's about to start a building project.

Comment: Vipassana in general has a long history of transparency, if you have questions please feel free to check with the fiancé committee.

Comment: We should emphasize donation by "Bequeathing." We could mention it more. On the http://www.sfbayarea.us.dhamma.org/os/donate/ old student donation page at the bottom there are

Other Ways to Donate that include: Electronic (ACH) transfer from Bank, Stocks and Bonds, Used Cars, In kind donations, Charitable Will or Bequest and a link for a sample Codicil. **Comment:** For tax reasons there will always be "imputed interest" to be paid to the IRS even if the loan is interest free. Any loan creates a tax situation so even if we get an interest free loan some tax has to be paid, there is a low end amount that can be paid and the OS can give that back as Dana **Comment:** The Finance Committee will make "revolving loans" or we will take a new loan to pay of an old loan that is due. **Comment:** It isn't possible to answer all these complicated questions, please feel free to contact members of the Finance or Search Committees. **ONE-ON-ONE CALLING (in person tri-committee meeting continued)** The very delicate and judicious subject of personal finance with Bay Area Old students is the task of the Outreach Committee. BAVC needed to have a more concrete financial picture of its old student support for a new center. A Staged Process and Plan was developed on how to gather that information as follows: Stage #1 focused on reaching out (calling) a very small group of OS $\sim 20-30$ meaning BAVC trust members or friends of trust. The intent for Stage #1 was for us to inform the small group of OS about the new center process and also to make them aware of the opportunity to 'pledge' towards the new center. This has been completed. Before beginning we agreed that sensitive, confidential or revealing information should be kept separate and not on a calling document that is increasingly shared. A method to keep track information and assure donors that anything they said was confidential was developed and will be shared with anyone who signs on to make future calls. Stage one has been completed and is now being evaluated for modifications and to determine how wide to make the next circle of calling, the next level of interest in initial development. Once the treasurer is notified that a donor would like more details about loans or other donations Nikhil allows a few days to hear from the donor and is he doesn't hear he emails the donor.

PROPERTY SEARCH

The Search committee continues to look for properties, most of them not accepted because some aspects do not meet Criteria Guidelines developed by the Search Committee. [you may contact Taru Jain <tarujain20@gmail.com> to get the link to view those guidelines].

In early May Linda Pond (one of our real estate agents) mentioned a property in

PROPOSAL AND RESOLUTION: Does the trust authorize Judith to develop a Vega Road specific Letter of Intent (LOI) with the understanding that an LOI is:

- a. Non-binding
- b. Draft will be approved in final by the trust

Monterey county (Watsonville area). On May 12, 2017 Karen, Judith and Taru visited. On May 29, 2017 Laura and Parker Mills, Judith and Roy Alper, and Adi Loo took a 3.5-hour site visit. All agreed there is great potential at this location. The Vega Road property, at one point, was permitted for development.

We hired Jim Weaver for land planning and Site or siting issues. He can help us navigate county permitting and regulations. He worked with us on Camp Lindblad and he didn't take a fee. We gave him a \$1,000 retainer. He's been very helpful in responding to all of our communication. As good as he may be this committee will continue to work closely with Monterey county on all aspects of purchase.

In terms of county environmental and health department requirements the county of Monterey were helpful allowing a CUP on a property initially, when prior attempts to develop it occurred. They were helpful with us now with the next step to fill out a pre application and land planner will send.

With the location of the Vega property North Monterey county, near Watsonville, the search committee's work has become a dynamic situation often changing hourly. It's top details are 106 acres with an additional and vital 5 acres, needed for necessary road access, available for \$250K.

Positive aspects of the Vega Road property are:

- 1. Seller is willing to work with us (thought it would be great for a meditation centers), doesn't mind long escrow.
- 2. It's Monterey county where the high density matrix like in Santa Cruz country don't apply
 - 3. Neighbors seem accepting, mostly farm workers
 - 4. Quiet and secluded
 - 5. Price in reasonable
 - 6. One hour from SJ airport.
 - 7. Lots of buildable sites
 - 8. Does not compete with marijuana growers.

Negative aspects seem to be:

- 1. One High voltage power line on one corner of the property
- 2. Many rolling hills, undetermined if there is enough flat space, stepped retaining walls might be the only solution meaning a greater development expense
 - 3. Property has thick coverage of Eucalyptus trees and Poison Oak
- 4. Challenges are many

We hope to offer a Letter of Intent on this property.

before being sent

c. LOI is the only vehicle we have to determine greater Bay Area OS community support *IT WAS AGREED BY CONSENSUS*.

ACTION ITEM: Please watch your email and Basecamp for the coming LOI. You are encouraged to read it at your earliest convenience, and at that time ask any final questions and respond within 2 days. $\sim All$

Comment: We really can't talk to the county of Monterey, or even more clearly, we have no right to go to county about a piece of property we've shown no formal interest in. Furthermore, there are other potential buyers viewing the property, it could happen that we do not make our intention known and another makes the purchase. The LOI makes our intentions clear.

Comment: Once the Trust has signed off on the new LOI, Mukul, as the 2017-2018 co-president will sign and then send it to the seller. The LOI is the vehicle that will allow the trust to continue its due diligence with the County of Monterey and to start the Pre-Application process.

Comment: The steps will be 1. Judith will use as a template the LOI written for the Redwood Retreat Road and edit and revise it to reflect the changes needed for the Vega Road property. This should take between 2 days and one week. This draft LOI will be posted on Basecamp.

ACTION ITEM: Watch for a Doodle Poll sign up to attend a Vega Road site visit. Possible dates are Sunday June 11 from 1-: 2:30 or Saturday June 17 1-2:30.

Question: Can this visit be combined with the SBVH potential new site visit? **Answer:** Yes, it could be feasible.

Question: Why hasn't property sold and why is the seller so motivated?

Answer: They tried to sell in the 1980s and 1990s. They tried to subdivide it into 5 acre parcels and went through a lot to get it approved. Monterey country worked with them, but for some reason it wasn't completed. Owners got an extension that for some other reason didn't proceed. Speculation is for several reasons. Owners said the recession in 2008 stopped them and we think by then their

permitting process previously approved had timed out. They would have had to start the entire process again. Over 20 years ago the land was cleared of blue gum eucalyptus but it's overgrown now. This property will be very difficult for them to sell because of a burnt out building, it was daunting for them to develop and much of the property is landlocked.

Comment: I made a mistake in the price. It's actually \$1.574M not \$1.3 so I suggest we offer \$1.5M as an amount that is not considered to be a "low ball" not serious amount. We have reason to be hopeful because of the fact that these sellers have talked to their agent about a meditation center and the agent is going the extra mile for BAVC by scanning needed documents and going the extra mile. The agent said the sellers were happy to wait on escrow and we asked the agent to ask the seller is about their willingness to "hold back paper" suggested they seller would be willing to finance or 'hold back paper." (Defined as carrying a mortgage or private financing often heralded as the easiest and fastest way to sell a house, especially in a slow market)

Question: About how much land will actually be built on? And can we predict the cost? **Answer:** About \$3-5 million to get to the first stage of building where we can offer courses.

Question: Could Monterey country still limit this process?

Answer: Fire and septic might limit it.

Question: What are the perimeters of the stage one build?

Answer: To build for 60-85 with expansion capability to 120.

Question: How do we build on hilly land? **Answer:** We might use steppe retaining walls. Basically, if building on unconventional not flat land the price goes up.

Question: How important are neighbors? **Answer:** It can be true that if you have a bunch of neighbors with expensive houses they tend to show up at the CUP meeting to say what they want or don't want on their road like increased traffic etc.

Question: How many properties has the Search Committee looked at?

Answer: We've looked at over 40 properties. There is an advantage to buying bare where you can put in your vision. If we purchase existing building it can work but we always work around. We must balance what we have and what we can offer in the bay area. There are other centers in the world built on hills. Please call anytime you have questions, you input matters, please call.

OCCIDENTAL

Changes have occurred to the Occidental annual non-center course that require this trust's immediate attention.

A short history: In the beginning the Occidental course had a group of OS conducting all the Occidental course registration, this was long before Dhamma Manda was even built. When Dhamma Manda started offering courses the Occidental course started to use Registration through Dhamma Manda, and continued to for a long time.

Then the BAVC trust was formed. The process of taking the Occidental course completely out from under the Dhamma Manda umbrella of insurance and registration began. Under BAVC the Occidental course now pays its own Registration fees, insurance and makes all needed plans for its budget. Last year Occidental presented a cliffhanger when the four needed teachers to run the course couldn't be confirmed. It was close to being cancelled by early October 2016. During the three years since the registration changeover from Dhamma Manda to BAVC Occidental has had help from CVC and Dhamma Manda. CVC and Dhamma Manda also allow us to have a few registrars during this time.

Taru was the Occidental main course organizer for many years. Then Nikhil and Shubhra took the lead but this is changing.

The demands for the jobs: REGISTRATION COORDINATOR and COURSE OVERALL COORDINATOR are immense, especially right before the course when both roles require full-time attention. So far, in the weeks leading up to the course, Nikhil has focused on Course coordination while Shubhra has taken the charge for Registration coordination.

Last year a family medical emergency made Nikhil and Shubhra realize that they did not have anyone else they could hand over the reigns to in case they are both unavailable for some reason. These big roles should be shared so more than just two know what needs to be done.

In view of this, several steps are being taken:

- 1) Nikhil is stepping away from his role as **Registration coordinator** -- this will open up the opportunity for someone else to come in and share the responsibility. Nikhil will still be available as consultant. Shubhra might have more bandwidth to give to this role (details TBD after consultation with Shubhra).
- 2) We will focus on building a stronger registration team this year, comprised of OS from bay area who might be available to do registration on a yearly basis.
- 3) Kanan has come on board to help with Overall Coordination. She will

ACTION ITEM: Solutions for Occidental Registration must be found. ~ All

ACTION ITEM: If the Occidental course is to continue OS must step forward to insure it does. \sim All

ACTION ITEM: Center guidelines for who can be part of the registration team will be made known. The information that is handled during registration is confidential.

Question to Nikhil: Are you willing to still be part of Occidental Registration team? **Answer:** Yes, as a consultant.

Question: Could we contact Cailen at CVC? **Answer**: I think she's overwhelmed with other responsibilities at this time.

Comment: There are many people who start the role of Registration Coordination who are not ATs.

start working with Nikhil and Shubhra who will start training her.	
4) Similarly, OS from bay area are invited to take part in the Occidental	
Course organization committee, and perhaps start leading some pieces of	
this big endeavor.	
5) Trustees and other old students who are practicing 2-hour sit and	
maintaining Sila are invited to join the Registration team. We already got	
2 volunteers from the Trust. We can use one more.	
OUTREACH	
Our outreach efforts continue. They include:	ACTION ITEM: Who: Outreach Committee will
	evaluate and recommend whom to include in Stage
Video / presentation to the old student community draft slides are in the works	#2 Calling circle. ~ Matt, Nandini
A full discussion of Website re-do (update from Sato) and the Multilingual	ACTION ITEM: How: Outreach Committee will
courses (update from Shubhra/Judith) Thai/English @ EBVH on 5/14 &	evaluate and make modifications on how best to
Farsi-English @ SBVH on 6/17 have been moved to the September trust meeting	conduct Stage #2 calling for the next round. ~Matt,
due to time constraints at this meeting.	Nandini, Meenu, Karen, Tim
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	ACTION ITEM: Taru will update the Website
	language to reflect the latest property under
	consideration in Monterey county. ~ Taru
	ACTION ITEM: Tech Committee and Website
	Update Report were moved to the next meeting.
ANNOUNCEMENTS	
There were none.	
2017-2018 Trust Meeting Dates	
The next Trust meeting will be held:	
SATURDAY, SEPTEMBER 9, 2017	
Tentatively at SBVH.	
Details about another location will be announced if needed.	
The meeting will be from 9-1 am.	
2 minutes of Meditation, meeting adjourned, 12:40pm	
Respectfully submitted: Ann Seitz, BAVC Secretary 2017-2018	