

**MINUTES of the TRUST MEETING of the
BOARD OF DIRECTORS of the BAY AREA VIPASSANA CENTER (BAVC)
HELD DECEMBER 10, 2016**

Facilitator: Mark Mushkat
Timekeeper: Kanan Jayachandran
Location: East Bay Vipassana Hall (EBVH), 1250 Addison Street, Room 212, Berkeley, CA 94709, Telephone: 510-224-5070

In Attendance: Nobuko Yamada, Mark Mushkat, Taru Jain, Prahallad Iyengar, Nandini Iyengar, Jesse Chen, Kanan Jayachandran,, Matt Iverson, Doug Jackson, Nikhil & Shubhra Jain, Brooke Wright, Mukul Agarwal, Tayeko (Tai) Yamada, Ann Seitz, Judith Alper, and Tim and Karen Donovan by phone.

Observers: Vijayalaxmi N.

Agenda	Questions-Answers-Comments Discussion & Action Items
Meeting Opening	<i>Q=Question, A=Answer, C=Comment</i>
The day began at 9:00am with a one-hour sit. The meeting began at 10:15 am.	
WELCOME REMARKS	
<p>KD: As we embark on developing a new center it's important we cultivate an attitude of harmony in our community and ourselves. As we proceed many things will come up to try to stop us, the biggest being disharmony among us. We must keep our sitting and our Metta practice strong by applying all ten Paramis to working together to see if we can make a new center happen. Even if we are stopped let it be for external reasons, outside things not in our control, let it not be because of disharmony in our community. I have confidence in our practice and believe everyone's commitments to it will just get better. If the property under consideration now doesn't work it won't be a failure. We will learn from everything we're doing now to apply to the next property we will consider if we are not successful in getting this current one that's under consideration.</p> <p>MM: Welcome everyone. We have a dynamic day of materials to consider then we have a delicious potluck but we are on a tight schedule. Several members are sitting a Sati course. Kanan will moderate and be our timekeeper today.</p>	
SEARCH COMMITTEE REPORT	<i>Q=Question, A=Answer, C=Comment</i>
<p>The Search Committee has located a potential property for the Bay Area Vipassana Center on Redwood Retreat Road near Gilroy, CA west of Highway 101. This property is our current focus but we may not be successful there. However our research on zoning, legal aspects, real estate, county regulations and all other concerns show positive indications we should proceed.</p> <p>For orientation, the property is 35 miles from San Jose Airport, 80 miles from San Francisco, 76 miles from Berkeley, 33 miles from Santa Cruz, 8 miles from the Gilroy Caltrain station and thought to be within biking distance from many Bay Area locations. We are studying and planning next steps for purchase and development. In brief, next steps include Property Acquisition and CUP pre and actual application, Property Purchase Financing and Construction Financing and all that entails.</p> <p>Real estate maps, topographical maps, FAQs, and more can be found in a document called DEC10_SEARCH PRESENTATION on Basecamp. At the bottom of that document you will find multiple tabs to quickly access the information you seek i.e. Tab #5 is the Project Plan. These Minutes will highlight a few aspects of the presentation.</p>	<p>PROPOSAL AND CONSENSUS: Can the Search Committee continue with its pre-work before we make an offer on this property? Do trustees believe the evidence as given warrants us to continue? The Trust is not approving the entire process but instead being asked to approve a road map on how to continue. Do we think the plan of action as presented today is worth pursuing? APPROVED BY UNANIMOUS CONSENT.</p> <p>ACTION ITEM: A site visit is being organized for SUNDAY, JANUARY 22, 2017 at 1:30pm. Please see Basecamp Doodle link here: http://doodle.com/poll/pqns55cemzvix78f or Contact Taru Jain if you wish to attend.</p> <p>COMMENT: The real estate agent asks that no one visit the site on their own or randomly appear.</p>

We are looking at bare land in Santa Clara County surrounded by County protected open space. There are three adjacent, 20-acre lots owned by the seller. Only Lot #1 is on the market for sale but seller is interested in selling all three lots (60 acres). The property has flat buildable land despite a real estate video making it appear hillier than it is. The Topographical map of the area shows a seasonal creek we believe dry in September.

A real estate video is available at:
<https://www.youtube.com/watch?v=7rfK4391QJM>

David Donnefield, who directed Changing from the Inside has agreed to work with the Outreach Committee to make a new video of the site more suited to the Dhamma message.

The current listing price of the 20-acre lot on the market is \$1.4M. We are led to believe the seller might negotiate the price if we get all 3 lots (60 acres). All three lots are being considered because it will be tight to develop the entire center (Halls, quads, easements parking lot) only on one lot. Also, it's good to get all the 3 lots as a buffer to avoid future unknown neighbors to protect the meditative and Dhamma atmosphere.

These lots are subject to the Williamson Act, officially, the California Land Conservation Act of 1965 providing relief of property tax to owners of farmland and open-space land in exchange for a ten-year agreement that the land will not be developed or otherwise converted to another use. Lot #1 comes out of the WA in Jan-2020. Lot #2 comes out of the WA in Jan-2018. Lot #3 comes of the WA in Jan-2020. The lot that is currently on the market is listed at \$1.4 M. This lot has been on the market for 21 months and the price has already been reduced once. We have some indication that the seller would negotiate to our advantage if we make an offer for all three lots. Acquiring a CUP is a 9 to 12 month process that will not necessarily end with an approval to develop the property to our specifications.

This committee is using a Private Land Consultant regarding various ordinances and she is willing to assist us with the CUP pre-application. Thus far she has accepted no payment and remarked, "what goes around comes around." This committee thanks her. Likely will need a real estate attorney, architect, right now need project coordinator not yet known. Help with the following jobs is needed: 1) Old Student Outreach, 2) Financial Plan, 3) Property Acquisition and CUP Application, 4) Property Purchase and its financing, 5) Construction Financing.

COMMENT: For the visit it's important to carpool, take as few cars as possible, even to rent a van to create the best impression possible to the neighbors that we do not intend to impact the land.

COMMENT: Please consider that one hour may not be sufficient time for a site visit.

COMMENT: Redwood Retreat Road doesn't have a bus route, its remote, not enough population or traffic to warrant a county route, Caltrain is probably further from this site than CVC is from North Fork.

COMMENT: By the way, there is an actual "retreat" on Redwood Retreat Road.

QUESTION: What about the neighbors and NIMBY concerns?

ANSWER: There is one neighbor who owns 400 adjacent acres, across a road, other neighbors are mostly wineries and not close. Neighbors at this time might be glad another winery is not being developed. Lots in this zoning district are for the most part "grandfathered" meaning lots of certain sizes are prohibited from being subdivided and developed.

QUESTION: Will the project manager be a professional person or an old student?

ANSWER: Old student John Tom was considered as Job site manager but he cannot commit to be project manager. It will likely be a professional and a plus if also an old student, but we don't know. We are not attached to only having an old student in the position. A person well steeped in architectural plans, who can see if things are going wrong, who possesses skill on the ground and awareness to read plans and site buildings is what we seek.

QUESTION: Is it common to have contingencies with a seller?

ANSWER: Yes, it's common in real estate transactions to negotiate contingencies with a seller.

QUESTION: Would the seller have to take the property off the market if we make an offer?

ANSWER: No. There may be a need for a paid option to keep property off market but that can be negotiable. Since there has been little interest in the property seller might be willing.

QUESTION: Will financing a new center require an entire new pot of money and/or will everything BAVC has in the bank be directed to this venture?

	<p>ANSWER: BAVC has funds to begin this project as of now. There is a buffer meaning BAVC funds could contribute and continue to fund all the halls and other commitments. Outreach efforts to old students are underway to provide information about this project for their consideration and possible financial support.</p>
FINANCE COMMITTEE REPORT	<p>Q=Question, A=Answer, C=Comment</p>
<p>In Basecamp2, in the project BAVC Trust, the document FINANCE REPORT DEC 2016, Income and Expense by Class January 1 - December 6, 2016 is the reference document for this committee report. Expenses are tracked for each Hall or to fulfill BAVC's financial commitments.</p> <p>Overall, we had a healthy financial year, mostly breaking even for most of the halls except for SFVH that received a large donation and EBVH showing some loss. NACCC is entirely separate from these calculations. We begin this year's Occidental course with \$15K or a buffer to operate before Dana from the course is received.</p> <p>CVC holds about \$30k of funds that were donated by students for SBVH before BAVC was formed. We were due to get that money this year, but were asked by CVC trust to give them more time until their construction projects are over. Since BAVC does not need this money right now, this request was agreed upon.</p> <p>The \$250k Donation (not loan) for future centers is also held at CVC right now. This money is being put to good use at CVC during construction. When the time comes for BAVC to make an offer on a property, CVC will make a best effort to return this money to BAVC. In case CVC is not able to repay quickly enough, the Old Student who made this donation has offered to provide a bridge loan for the required duration.</p> <p><u>GUIDELINES:</u></p> <p>Go to BASECAMP2, use the search words, "Financial Guidelines" and two GoogleDocs titled: BAVC FINANCIAL GUIDELINES and BAVC 2017 BUDGET REQUESTS will appear. Annually each committee must submit its budget. BAVC guidelines call for more frequent updated budgets as a way to preserve Dana and stay on track. In brief, Committees are not authorized to spend more than the allotted amounts. Guidelines for <u>budgeted</u> expenditures are:</p> <ul style="list-style-type: none"> • Under \$200 approval by another committee member or chair or Treasurer • Over \$200 but under \$2000: consensus within the committee <u>and</u> approval by Treasurer or President. • Budgeted items over \$2000: trust quorum only. Trust Quorum is defined as 1/3rd of the number of Trustees + 1, rounded up. E.g. for 10 trustees, quorum is 3.33+1 rounded up, which is 5 (or more). Quorum/Consensus process can be done via email or conference call. <p><u>COMMITTEE BUDGETS</u></p> <p>In brief, committee budget requests submitted to BAVC in December are:</p> <p>\$500 for Children's Courses (SBVH) to replace lost toys, food items for courses</p> <p>\$500 for SBVH: unforeseen items.</p> <p>For example: replacing Chairs which are gone, new furniture, misc. food items and cutleries etc.</p> <p>\$0 for EBVH: so far all expenses other than rent/utilities have been paid by in kind donations from Old students</p> <p>Children's Courses (EBVH): no request received</p>	<p>PROPOSAL AND CONSENSUS: Shall we adopt the financial guideline document as a good starting point so we have a structure to move forward? If someone has a future objection it can be amended later. Future revisions are adopted by consensus not majority vote. UNANIMOUSLY APPROVED TO ACCEPT THIS DOCUMENT.</p> <p>QUESTION: Will any of the \$175K BAVC assets be used for a future center?</p> <p>ANSWER: From the Trust and finance perspective BAVC assets are considered for the general fund that serve all the halls and committees. Within the \$175K the Trust considers there is enough to operate with a buffer, and that buffer could be for a future center with Trust approval.</p> <p>COMMENT: As a general rule while a trust is developing a center it will become difficult for only one person to be involved in the spending process. We just need a starting point. We know historically when CVC started there was more financial involvement and now it's more relaxed because systems are in place.</p> <p>COMMENT: Guidelines create discipline within a committee to map out annual spending as much as possible and a method to deal with contingencies that might arise. The document is meant not to be punitive but to make sure the process doesn't bog down waiting for trust meetings and approval or its misuse.</p> <p>COMMENT: I request some kind of showing in the budget how much money is already committed in the budget, amounts approved so they are not reconsidered.</p> <p>COMMENT: Being financially careful in the beginning is good. As we get more history we will have good records to look back on and see where we might have erred.</p>

<p>\$5000 for Search committee Santa Clara County pre-application fees: \$1500 Consulting fees for planner (Gloria Ballard see Search Committee consultant): \$3500 \$1000 for SFVH: to buy materials for new hall Note: rent need not be included in the budget. It will be approved when a new location is approved by the Trust. \$1800 for Occidental course:</p> <ol style="list-style-type: none"> 1. \$1000 for meditation benches + \$200 contingency 40 benches for about \$25 each (cost of materials), to be made by old students. 2. \$600 for folding tables for dining hall <p>Finance Committee: \$150: new card reader for PayPal with the ability to read chip cards. Apple pay, Android pay etc. Initially we'll buy for Occidental course. We can purchase more for the halls if needed.</p>	
<p>OCCIDENTAL</p>	<p><i>Q=Question, A=Answer, C=Comment</i></p>
<p>The annual course is coming up next weekend. There are a fairly good number of people coming, but there are always cancellations in service and sitting.</p> <p>There is a call to the trust to relieve Jeffrey Zankel of his workload, in particular the physical aspect and distributing it to other servers.</p>	<p>ACTION ITEM: In an effort to make sure all aspects of organizing and running the Occidental course can be understood by many, a comprehensive document will be started breaking down all jobs with the end purpose of better pre-planning, identifying servers, dividing responsibility into smaller tasks that can be "owned."</p> <p>ACTION ITEM: A comprehensive document of the jobs and services provided by Jeffrey Zankel will be written. – Ann S.</p>
<p>VIPASSANA HALL REPORT</p>	<p><i>Q=Question, A=Answer, C=Comment</i></p>
<p>EBVH (East Bay Vipassana Hall) —December EBVH Events</p> <ul style="list-style-type: none"> • One day courses (9am-4:30pm), Sunday, 12/11 [Saturday 12/24 has been cancelled] • 3 hour sittings (9am-12:20pm), Sunday 12/4, Saturday 12/17 • The hall will be closed for morning sits Dec 18th - 31st • Evening sits will continue Sunday through Thursday, Dec 18th-22nd • The hall will be closed Dec 23rd, 24th, 25th and Jan 1st • Evening sits will continue Monday through Thursday, Dec 26th-29th. • Regular schedule resumes Jan 2nd • Monthly meeting to support EBVH. All students are welcome to attend. The next EBVH Committee meeting will take place Wednesday 1/25/2017 at 8pm (no meeting in December) • Lost and Found items at EBVH will be disposed of on Dec 31st. <p>SBVH (South Bay Vipassana Hall) — We hosted 24 AT led 1-Day courses in this year. Usually, 25-35 students attend these 1-Day courses. Apart from 3-hour sits on weekends we also host daily morning and evening sits on weekdays. We had two Q&A hosted by Karen and Tim Donovan. We plan to have more events like this year. SBVH had 5 Children's Courses in 2016. Two of them were open for Teens also. All the courses were waitlisted. We could not host two more courses due to lack of servers. We plan the schedule and advertise well in advance so that we can host more CCs in 2017.</p>	<p>ACTION ITEM: EBVH will email the Outreach Committee about getting EBVH events on the GoogleMasterCalendar. –Doug J.</p>

<p>SFVH (San Francisco Vipassana Hall) —The hall in the Richmond has a core of about ten-twelve regular meditators. The hall is on hiatus and will return in January. The urgency to develop a SF hall in the downtown is progressing but has less urgency since the outer Richmond location can still be used. Many sites have been evaluated and visited each containing deal-breakers making them ultimately unsuitable. Networking continues and the possibility of a location in the Flood Building (870 Market St) may arise. We have investigated outlying areas however our initial survey work has indicated the greatest number of meditators live closer to the downtown or Mission and therefore the SFVH Committee seeks a location to serve those needs.</p>	
GENERAL DISCUSSION	
<p>Marc and Susan will be leaving as Trustees beginning Q1-2017, before the next Trust Meeting. They are encouraged by the talent and leadership in place and believe all is left in good hands. Mark will stay involved with Search and Finance Committees and the transition to a new year for the Trust. Susan sends her regrets she couldn't attend today.</p>	<p>COMMENT(S): Thank you Mark and Susan</p>
2016-2017 Trust Meeting Dates	
<p>The 2017 Annual Trust Meeting will be: Sunday, March 12, 2017, SBVH There will be morning and afternoon sessions Please plan to attend for the entire day</p>	<p>COMMENT: If all goes well with the continued property search and if no “deal-breakers” arise the Search Committee will present more details and at the next trust meeting and will most likely be asking for Trust consensus to make an offer that will start the pre-CUP application process.</p>
Meeting adjourned 12:54 pm	
Respectfully submitted: Ann Seitz, BAVC Secretary 2016-2017	