FINDINGS AND RESOLUTIONS OF THE BOARD OF TRUSTEES OF THE UNITARIAN UNIVERSALIST ASSOCIATION OF CONGREGATIONS CONCERNING GA 2021 IN MILWAUKEE, WISCONSIN

(ADOPTED ON OCTOBER 17, 2020)

WHEREAS, the Bylaws of the Unitarian Universalist Association (the "Association") provide that the business of the Association shall be conducted at meetings called "General Assembly," and that "General Assembly shall make overall policy for carrying out the purposes of the Association and shall direct and control its affairs";

WHEREAS, since the 1961 merger of the Unitarians and the Universalists ("UUs"), the Association has held a General Assembly in June of each year ("GA"), after most schools have closed and before summer vacations have begun in an effort to maximize attendance from adults and youth, in different parts of the United States and Canada;

WHEREAS, General Assembly brings together ministers, religious educators, delegates from the majority of the over one thousand member congregations in the Association, and other UUs, to make business decisions about the functioning of the Association, to worship as a gathered faithful body, to provide informative, inspiring and educational and workshops that help attendees learn strategies for strengthening our congregations, to further the social justice work of the UU faith movement, and to engage in other related events, all to foster a sense of community, a deepening of faith, and greater connection to the UU faith tradition which traces its roots back hundreds of years;

WHEREAS, the Bylaws of the Association provide that "[t]he Board of Trustees [the "Board"] shall act for the Association between General Assemblies";

WHEREAS, in 2018, the Board selected Milwaukee, Wisconsin, as the city in which to hold General Assembly in June 2021;

WHEREAS, the Association books convention space and lodging years in advance because, based on decades of experience planning GA, the Association knows the amount of time required to organize GA, with planning tasks including, without limitation:

A. contracting with nationally-recognized individuals to speak and present at GA;

B. coordinating among the Board of Trustees, UUA administration and senior leadership, staff groups, and hundreds of musicians, ministers and worship leaders;

C. organizing volunteers from around the country to staff and/or assist with various aspects of GA; including:

(i) ushers for large gatherings;
(ii) conference room set-up;
(iii) event flow; and

(iv) technology needs (the "tech deck" is staffed by more than a dozen technology professionals); and
(v) Youth and Young Adult Leadership and Staff;

WHEREAS, because of the preparation required and details requiring attention, each year in September before upcoming June GA, the Association hosts several meetings where its Volunteer GA Planning Committee, Youth and Young Adult Leadership and Staff, National Volunteers and others plan logistics, including theme, focus areas, programming and scheduling. Due to current legislative restrictions, major details of the June GA cannot be planned with certainty.

WHEREAS, because of the preparation required and details requiring attention, each year in April before June GA, the Association hosts a meeting in the host city where it transports – at its expense – its Volunteer GA Planning Committee, Youth and Young Adult Leadership and Staff, National Volunteers and others to tour the space and finalize logistics regarding room assignments, set-up diagrams, assess technical needs and event flow, and to explore the surrounding neighborhood to assess the accessibility of public transport, sidewalk cutouts, wheelchair/scooter access at neighboring eateries and public restrooms and parks, as well as to identify food options for the overwhelming number of constituents with food allergies and restrictions, yet is unable to hold this meeting due to current travel and business restrictions;

WHEREAS, due to Covid-19 pandemic and the governmental restrictions and medical recommendations resulting therefrom, the Association held a virtual General Assembly in 2020 attended by over 4,924 registrants, more than 70% of whom favored a virtual General Assembly 2021 over an in-person or hybrid event;

WHEREAS, the Association has recommended a travel ban for its staff and member congregations through 2021 and until a safe and effective vaccine for Covid-19 is in place;

WHEREAS, because the Association expected over 3,000 attendees at GA 2021, it had a pending contract with the Wisconsin Center for meeting and event space from Monday, June 21, 2021 through Monday, June 28, 2021, to hold the General Assembly 2021 convention ("GA 2021");

WHEREAS, pursuant to this contract, and other communications between the parties, the parties' shared principal purpose was to provide the Association with space to conduct the GA 2021 convention for several thousand people;

WHEREAS, because the Association expected thousands of people from outside of Wisconsin to attend GA 2021, it entered into contracts with three hotels in Milwaukee (together, the "Lodging Contracts") to provide lodging and additional conference meeting space. Specifically, it entered into agreements with the following facilities for the following number of room nights and dates:

Hilton (Downtown Milwaukee), for 3,630 room nights from June 21-28, 2021;
Hyatt (Downtown Milwaukee), for 1,966 room nights from June 21-28, 2021; and
Doubletree by Hilton (Downtown Milwaukee), for 742 room nights from June 21-28, 2021;

WHEREAS, the Lodging Contracts and any conference rooms reserved therein, and communications between the parties concerning the Lodging Contracts, demonstrate that the shared purpose of those contracts was to provide lodging for people to attend GA 2021;

WHEREAS, on January 21, 2020, the Center for Disease Control and Prevention ("CDC") confirmed the first case of COVID-19 in the United States;[1]

WHEREAS, on March 11, 2020, the World Health Organization classified COVID-19 as a pandemic;[2]

WHEREAS, throughout 2020, Wisconsin Governor, Tony Evers, has issued numerous orders to ensure public safety during the pandemic including:

October

- Gov. Evers Directs Department of Health Services to Limit Indoor Public Gatherings -October 6, 2020

September

- Gov. Evers Executive Order 90: Relating to Declaring a Public Health Emergency — September 22, 2020

August

- Gov. Evers Executive Order 86: Relating to Declaring a State of Emergency to Provide Safety and Protection to the People of Kenosha and Other Wisconsin Communities — August 25, 2020
- Gov. Evers Executive Order 84: Relating to a Special Session of the Legislature on the Use of Force by Law Enforcement — August 24, 2020

July

- Gov. Evers Executive Order 82: Relating to Declaring a Public Health Emergency — July 30, 2020

May:

- Gov. Evers Emergency Order 35: Relating to the Department of Health Services and Department of Safety and Professional Services — May 3, 2020

April:

- Gov. Evers Emergency Order 28: Safer at Home Order — April 16, 2020
- Gov. Evers Executive Order 74, Relating to suspending in-person voting on April 7, 2020, due to the COVID-19 Pandemic — April 6, 2020
- Gov. Evers Emergency Order 20: Relating to Modification of Emergency Order #16 — April 3, 2020

- Executive Order 73, Relating to a Special Session of the Legislature to Provide for an All-Mail Spring Election and Special Election for the 7 th Congressional District during the COVID-19 Pandemic — April 3, 2020
- Gov. Evers Emergency Order 19: Appropriate Use of COVID-19 Information by Law Enforcement Agencies, First Responders, and Public Safety Workers — April 3, 2020

March:

- Gov. Evers Emergency Order 12: Safer at Home Order — March 24, 2020
- Gov. Evers Emergency Order 8: Updated Mass Gathering Ban — March 20, 2020
- Gov. Evers Emergency Order 6: Order Restricting the Size of Child Care Settings — March 18, 2020
- Gov. Evers Emergency Order 5: Order Prohibiting Mass Gatherings of 10 People or More — March 17, 2020
- Gov Evers Emergency Order 4: Order Prohibiting Mass Gatherings of 50 People or More — March 16, 2020
- Gov. Evers Emergency Order 1: Order for Statewide School Closure — March 13, 2020
- Executive Order 72, Relating to Declaring a Health Emergency in Response to the COVID-19 Coronavirus — March 12, 2020

WHEREAS on June 26, 2020, the Commissioner of Health for the City of Milwaukee, issued Executive Order #4, COVID-19 Public Health Plan for the City of Milwaukee Pursuant to Wis. Stat. § 252.03(1) and (2) as well as Chapters 17 and 62 of the Milwaukee City Charter and Code of Ordinances;

WHEREAS, the City of Milwaukee, acting through its Commissioner of Health, immediately ordered the following until further notice: "Gathering Size Limits. "Gathering Size Limits" means the limit of individuals allowed to gather in a location. Under this Order, Gathering Size Limits are set at the lesser of: (i) 50% of the total occupancy of the location established by the City of Milwaukee, if any, (ii) one person for every 30 square feet of floor space open to the public, or (iii) 250 people, which is based on the CDC recommendations to cancel large gatherings of over 250 individuals. Nothing contained herein shall alter any requirement to ensure Physical Distancing in the manner set forth in this Order." (https://city.milwaukee.gov/ImageLibrary/MKE-Health1/MMFSOrder4-6.26.20.pdf)

WHEREAS, on October 6, 2020, Wisconsin Department of Health Services (DHS) Secretary-designee Andrea Palm issued Emergency Order #3, Limiting Public Gatherings ("order"), to slow the rapid spread of COVID-19, effective October 8, 2020 at 8:00 a.m. The order prohibits groups larger than 25% of the indoor room's occupancy, as determined by the local municipality. For example, if the local municipality sets a capacity limit of 100 people in a given indoor room, only 25 people would be able to be in that room. The order will remain in effect for two incubation cycles of COVID-19 (2 weeks per cycle), ending on November 6, 2020. https://www.dhs.wisconsin.gov/publications/p02792.pdf

WHEREAS, in discussing COVID-19, the CDC website observed that "large-scale isolation and quarantine was last enforced during the influenza ('Spanish Flu') pandemic in 1918–1919";[3]

WHEREAS, the Association projects, based on having conducted decades of General Assemblies, that more than fifty percent of the attendees at GA 2021 will come from the ten states with the greatest number of people diagnosed with COVID-19;

WHEREAS, at GA 2019, 43% of the attendees were between the ages of 55-69, and 28% were age 70 or older, percentages the Association projects will reflect the ages of the attendees at GA 2021, such that at least one-third of the attendees at GA 2021 are expected to be age 65 or older, all of whom, according to the CDC, are at "high risk" for COVID-19;[4]

WHEREAS, itineraries and seating capacity have been limited or reduced for plane, rail, or bus travel, making it more difficult and/or expensive for attendees to be present in Milwaukee for GA 2021; [5]

WHEREAS, while there is uncertainty in the scientific community as to precisely how long Americans will need to engage in social distancing as a result of COVID-19, reports suggest that social distancing will need to continue into 2021. [6]A return to the $235 billion conference industry is far from guaranteed. [7] In fact, as of the date hereof, the following facilities and events, among others, scheduled to be held in 2021, have been postponed or cancelled, presumably due to the public health risks of, the national pandemic that is, and the effects of COVID-19;

A. The CES, the largest trade show in North America, is the latest victim of COVID-19. The Consumer Technology Association will be an all digital experience for 2021, and vows to return to the Las Vegas Convention Center for a physical show in January 2022. https://www.ces.tech/planning-for-ces-2021.aspx

B. Eighty-six events scheduled to take place at the Wisconsin Center have been cancelled and another 34 have been rescheduled for later dates. The cancelled events include Milwaukee's biggest annual meeting, Northwestern Mutual Life Insurance Company's annual meeting (July 18-20, 2021). [8]

C. America's Service Commissions (ACS) 2021 National Service Central Region Training Conference (April 20-22, 2021). [9]

WHEREAS, as of October 2020, school districts in Wisconsin and other states were teaching students virtually rather than in person;

WHEREAS, the square footage of the Wisconsin Center and the conference rooms set aside for the Association by the counterparties to the Lodging Contracts is insufficiently large to accommodate the number of people expected to attend GA and comply with the CDC guidelines that people maintain social distance from one another of at least six feet (24 square feet per person);[10]

WHEREAS, the square footage of each of the lobbies of the hotels that entered into the Lodging Contracts are insufficiently large to accommodate the number of people attending GA staying in

their hotels and comply with the CDC guidelines that people maintain social distance from one another of at least six feet (24 square feet person);

WHEREAS, it is important to hold GA 2021, even if not in person, to, among other things, elect new members of the Association's Board of Trustees and standing committees, to conduct the worship and hold the inspiring educational and spiritual workshops and social justice events to the greatest extent possible, to foster the connection and faith development General Assembly provides for UUs;

WHEREAS, the Association successfully held a "virtual" GA in 2020, and people have become more comfortable using that technology, the Association believes it will be possible to hold the business and much of the programming planned for GA 2021 by video-conference, and that preparation for a "virtual" GA will require months of preparation; and

WHEREAS, the UUA's belief that it may conduct GA 2021 "virtually" is supported by the decision of, among other organizations such as South by Southwest (SXSW), a convergence of interactive, film, and music industries, Consumer Electronics Show (CES), one of the world's biggest technology conferences, to hold their conventions "virtually" this year.

NOW, BASED ON THE FOREGOING, THE ASSOCIATION'S BOARD OF TRUSTEES FINDS AS FOLLOWS:

1. The Association and the counter-parties to the Lodging Contracts all have obligations yet to perform under them.

2. The public health risks of the national pandemic that is, and the consequences of COVID-19 were all supervening events that occurred after the lodging contracts were executed, events that have led to cancellation or postponement of numerous events in Milwaukee and elsewhere in the Central region of the United States.

3. The non-occurrence of COVID-19 were basic assumptions on which the Lodging Contracts were executed.

4. The occurrence of COVID-19 has frustrated the parties' principal purpose in entering into the Lodging Contracts, *i.e.*, to provide a space for the business, educational and spiritual workshops, social justice and other events, of GA 2021, and lodging and conference room space for persons attending GA 2021.

5. Because, according to the CDC, "large-scale isolation and quarantine was last enforced during the influenza pandemic in 1918–1919, the large scale isolation and quarantine arising from COVID-19 were not foreseeable.

6. The occurrence of COVID-19 has rendered use of the hotels risky and has frustrated the parties' principal purpose in entering into the Lodging Contracts, *i.e.*, to provide lodging for thousands of people attending GA 2021 at the Wisconsin Center.

8. For the reasons set forth above, it was not foreseeable that it would be unsafe, impracticable, illegal, and impossible, to host GA 2021 in June 2021 in Milwaukee, and that the Lodging Contracts would be unnecessary.

9. COVID-19, government restrictions and/or causes beyond the reasonable control of the Association prevent the parties from performing the Lodging Contracts.

10. The impact of COVID-19 as a national pandemic is evidence of an emergency, and government restrictions, regulations, and/or causes beyond the reasonable control of the Association, render it illegal, impossible, and impractical to hold GA 2021 in person on the dates scheduled.

11. Based on the cancellation of events scheduled in 2021 listed in the recitals above, the teaching of students virtually, and the scientific uncertainty as to when the public health risks posed by the national pandemic and epidemic that is COVID-19, will abate, there is reason to believe that the public health risks will continue during all or a portion of the period from June 23-27, 2021, at least for "high risk" individuals age 65 and over who represent a significant percentage of people expected to attend GA 2021;

12. Because (a) there is scientific reason to believe that the public will need to continue to engage in social distancing due to the public health risks of COVID-19 during all or a portion of the period of the period from June 23-27, 2021, (b) the Wisconsin Center has not been contracted for the conference, (c) the Association will require time to prepare a virtual GA2021, (d) settling the Lodging Contracts for a reduced cancellation fee now enables the Association to mitigate exposure for such cancellation and "free up" the rooms that have been reserved for the Association in the Lodging Contracts, and (f) the principal purpose for which the parties entered into the the Lodging Contracts have been frustrated and the force majeure provisions in those contracts have been satisfied, the Association believes that the responsible course of action is to settle the Lodging Contracts for a reduced cancellation fee and absolve itself from all responsibilities due under the same for GA 2021.

BASED ON SUCH FINDINGS, THE ASSOCIATION'S BOARD OF TRUSTEES, IN THE EXERCISE OF ITS REASONABLE BUSINESS JUDGMENT, RESOLVES:

A. THAT, the Association will hold GA 2021 on the dates for which it is scheduled in June 2021 "virtually," *i.e.*, through video-conference or other online platforms, rather than having attendees jeopardize their health and safety, and/or other orders or government regulations that may be in effect on those dates;

B. THAT, an officer of the Association is authorized to execute a cancellation agreement with the hotels, with such modifications thereto as the officer may reasonably determine, to limit the Association's exposure from cancellation to an amount not to exceed $500,000. [Exhibit 44].

C. THAT, the officers of the Association are hereby authorized and directed to take such further steps as they deem necessary or appropriate to implement the intent and purposes of the foregoing resolutions.

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[1] See Press Release, CDC, First Travel-related Case of 2019 Novel Coronavirus Detected in United States (Jan. 21,2020), https://www.cdc.gov/media/releases/2020/p0121-novel-coronavirus-travel-case.html (attached hereto as Exhibit 1).

[2] See Bill Chappell, *Coronavirus: COVID-19 Is Now Officially a Pandemic, WHO Says*, NPR (Mar. 11, 2020, 12:30 PM) https://www.npr.org/sections/goatsandsoda/2020/03/11/ 814474930/coronavirus-covid-19-is-now-officially-a-pandemic-who-says (attached hereto as Exhibit 4).

See Exec. Office of the President, Proclamation on Declaring a National Emergency Concerning the Novel Coronavirus Disease (COVID-19) Outbreak (Mar. 13, 2020), https://www.whitehouse.gov/presidential-actions/proclamation-declaring-national-emergency-concerning-novel-coronavirus-disease-covid-19-outbreak

Sarah Mervosh, et al., *See Which States and Cities Have Told Residents to Stay at Home*, N.Y. Times (Apr. 7, 2020), https://www.nytimes.com/interactive/2020/us/coronavirus-stay-at-home-order.html (attached hereto as Exhibit 8).

Philip Bump, *Nearly all Americans are under stay-at-home order. Some may have come too late,* Wash. Post (Apr. 2, 2020), https://www.washingtonpost.com/politics/2020/04/02/nearly-all-americans-are-under-stay-at-home-orders-some-may-have-come-too-late/ (attached hereto as Exhibit 9).

[3] *Quarantine and Isolation: Legal Authorities for Public Health Orders*, CDC https://www.cdc.gov/quarantine/aboutlawsregulationsquarantineisolation.html (last visited Apr. 8, 2020) (attached hereto as Exhibit 10); *Quarantine and Isolation: History of Quarantine*, CDC, https://www.cdc.gov/quarantine/historyquarantine.html (last visited Apr. 8, 2020) (attached hereto as Exhibit 11).

[4] *Coronavirus Disease 2019 (COVID-19): Underlying Conditions*, CDC, https://www.cdc.gov/coronavirus/2019-ncov/hcp/underlying-conditions.html (last visited Apr. 8. 2020) (attached hereto as Exhibit 12).

[5]https://www.ridemcts.com/who-we-are/covid-19 MCTS continues to limit riders to 15 per bus, and the MCTS Administration Building remains closed to visitors.

[6] See, e.g., Jonathan Lambert, *When will the coronavirus pandemic and social distancing end?*, ScienceNews (Mar. 24, 2020, 11:28 AM), https://www.sciencenews.org/article/covid-19-when-will-coronavirus-pandemic-social-distancing-end (attached hereto as Exhibit 22); Ed Yong, *How the Pandemic Will End*, The Atlantic (Mar. 25, 2020), https://www.theatlantic.com/health/archive/2020/03/how-will-coronavirus-end/608719/ (attached hereto as Exhibit 23); Brenda Goodman, *Social Distancing May Need to Last Months: Study*, WebMD (Mar. 25, 2020), https://www.webmd.com/lung/news/20200325/social-distancing-may-need-to-last-months-study (attached hereto as Exhibit 24).

[7] https://www.forbes.com/sites/blakemorgan/2020/08/06/will-we-have-in-person-events-and-conferences-in-2021/#7bbc73c47f3a

[8] https://www.jsonline.com/story/money/real-estate/commercial/2020/05/14/milwaukees-convention-center-finish-2020-967-000-loss/5189726002/

[9] https://www.visitmilwaukee.org/visitmke/media/PDF/Coronavirus/Event-Cancellations-and-Postponements_1.pdf

[10] https://wisconsincenter.com/events/americas-service-commissions-2020-national-service-central-regional-training-conference/