

Agenda, Meeting of the Board of Directors
CHILDREN'S BEREAVEMENT CENTER OF SOUTH TEXAS
October 23, 2018, 6:00 PM
Texas Capital Bank, 4th Floor Conference Room (Broadway & Basse)
NOTE: Telephone Conference Line 1-800-511-7983 (code 499-3694)

I. Call to Order –Jacqui Peace, Chair

- Verification of Quorum & Welcome

II. Mission Moment- Marian Sokol, Executive Director

III. Consent Agenda- Action Item to Accept Consent Agenda Required

- Minutes of Board Meeting, September 25, 2018

IV. Committee Reports

- Finance Committee, Bobby Rios Chair
 - Action Item, Approval of Financial Statements for period ending September 30, 2018
 - Action Item, Accept Form 990 for 2017 as prepared by Independent Auditors
- Facilities Committee, Connie Gilbert Chair
 - Reference Summary of Findings Document
 - Lauren Ferrero and Ryan Sullivan, Legal Liaisons regarding property sale
 - Ty West- Representing the Center as Pro Bono Realtor regarding property sale
- Resource Development Committee, Scott Gruendler, Chair
 - Support for Friends of CBC Gala event on February 28, 2018
 - Annual Campaign Strategies
- Executive Committee, Jacqui Peace, Chair
 - Recommendation from Committee Related to Property Purchase
 - Action Item related to Purchase of Property at 215 W. Olmos Drive
- No Reports:
 - Board Development Committee
 - Marketing Committee
 - Strategic Planning Committee

V Management Report, Marian Sokol, Blair Thompson, Bert Pfiester

VI Old and New Business

- Taste & Tour- November 13, Mallory Ahl and Barbara Cantrell

VII Adjournment.

Next Regular Board Meeting: MONDAY, November 26 at 12 NOON, Texas Capital Bank

MINUTES
Meeting of the Board of Directors
CHILDREN'S BEREAVEMENT CENTER OF SOUTH TEXAS
September 25, 2018

The September meeting of the Board was convened at 12:09 PM at Texas Capital Bank by Board Chair Jacqui Peace, who announced that a quorum for the meeting was established.

Members Present: Jacqui Peace, Mallory Ahl, Barbara Cantrell, Katy Corrigan, Tom Coyle, Lauren Ferrero, Rose Mary Fry, Connie Gilbert, Andrew Himoff, Bobby Rios, Curtis Ruder, Ryan Sullivan, Candace Tottenham, Debra Weems, Ty West, Jenifer Yi. Present by registered proxy were Scott Gruendler (Curtis Ruder), Jeff Hetrick (Ty West), Jimmie Keenan (Jacqui Peace). Informed excused absence due to travel and work were Jessica Berg, Bill Day, and Dr. Raj Rajani.

Staff: Bert Pfiester, Marian Sokol and Blair Thompson

Mission Moment: Tami Logsdon, Program Director, provided information on the Grief Informed Foundations of Treatment (GIFT) assessment instrument which Children's Bereavement Center counselors are administering on I Pads to children between ages 8 and 17. This tool is part of a 10 site national study that seeks to identify specific ways in which children are reacting and sometimes "stuck" in grieving; reflecting those with patterns such as anxiety and depression. From this information there are unique techniques to intervene and make a difference in areas such as those who exhibit PTSD-like symptoms and were perhaps present at the scene of traumatic loss; versus those who have deep separation anxiety because they were so close to the deceased parent. Tami brought the art work of one child who is working through the healing process.

Board Business

- I. Consent Agenda
 - a. Consent Agenda included Minutes from the August 28, 2018 Board Meeting and Financial Statements for periods ending August 31, 2018. A motion to approve was made by Bobby Rios. Motion was accepted by consensus.
- II. No Reports
 - Board Development Committee
 - Finance Committee
 - Legal Committee
 - Marketing Committee

III. Committee Reports

Executive Committee: Board Chair Jacqui Peace prefaced this portion of the meeting with remarks of how proud she was upon opening of the New Center at Paloma Place, and spoke of reflections of appreciation and embrace by the Wilson County community. She noted that Paloma Place...as well as the Rio Grande Center... reflects a conscience decision made several years ago by Board and staff to bring healing opportunities to more children in communities of South Texas. Jacqui noted that the organization is again at a juncture of important choices, noting that there is still much more to do in our home community of San Antonio...where intakes and indicators continue to rise. The potential acquisition of the adjacent property at 215 W. Olmos is a major determinant of how we move forward. Jacqui noted that weighing risks and benefits is more important now than ever. In ensuing

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discussion, Marian and Blair also spoke to the due diligence process thus far during the 90-day feasibility period, in which the board is assessing pros and cons of purchase of the 215 W. Olmos site. If a decision is made to acquire, there are multiple alternatives on how best that can be accomplished. Jacqui conveyed concerns that strengthening infrastructure is imperative; and must be weighed as part of this decision. We must add both financial and development staff to keep pace with the required accounting, reporting and fundraising tasks associated with growth. This is especially important as we diversify income streams. Blair noted that the decision to acquire more space also should be weighed in conjunction with a thoughtful analysis of future program expansion and associated costs which include more personnel. Ty West noted that in making the final decision to purchase or not, that the Board committees must look at the many costs associated with relocation of Annex staff. Not only is it expected that lease rates will increase significantly in another commercial property location, but there is a real cost associated with travel and further separation of staff; and management team is already stretched. Ty urged Board members to not try to answer all of the many questions involved in predicting what the environment will be like "5 years out"; but to focus on the year ahead and understand that if we do not decide to purchase that we soon need to relocate staff and that in itself is disruptive and expensive.

Facilities Committee: Chair Connie Gilbert conveyed information regarding the various structural, electrical and other inspections on the proposed property. At this point there are no major new findings; aside from anticipated building deficits related to aging. The structure is more than forty years old and has had little updating through the years. There are two basic options in terms of remodel if CBC Board does decide to purchase. One would be to do minimal renovations that would allow housing several additional staff in the 215 Olmos "Annex", thus freeing up space for program related activities at the main Center. This scenario would not include use of the new building by clients/families. The more extensive and costly remodel option would most likely focus on use of this Center as a new option for expansion of counseling. Currently the Center is near capacity for seeing counseling clients in late afternoons. Connie stated that one of the next priorities is to arrange for "as built" plans to be drawn by a CAD design team, which will serve as a starting point for developing design options for building renovation.

Parallel to the inspection and utilization studies, a team of attorneys that includes Ryan Sullivan and Andrew Sherwood from Dykema Cox, and Lauren Ferrero from Norton Rose Fulbright continue to monitor progress on title and timeline for required compliance related to legal paperwork and deadlines. In addition, the Finance Committee has approved a Request for Proposals on loan costs that has been distributed among numerous financial institutions in San Antonio.

Strategic Planning Committee:

- 1) Rose Mary Fry, Committee Chair, informed the Board of Directors that Randy Baker is capably serving as Interim Director of the Rio Grande Valley Center and has recruited several new advisory board members with experience in fund raising. Rose Mary also informed the board that \$50,000 from the Meadows Foundation of Dallas has been granted to strengthen infrastructure for the RGV team. This 2018 award is both needed and greatly appreciated.

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- 2) Bert Pfister then provided an update of Paloma Place in Floresville, highlighting the great community support and success of the Dedication event in coalescing the community around the new Center. Bert also noted that the partnership with UTSA has been a positive highlight of the new venture. There are several projects that will need to be accomplished before year end, including the fence for yard, but Paloma Place is open for clients and appears to be appreciated and needed.

Resource Development Committee

Debra Weems explained that the center's participation in the Valero Birdies for Charity event offers an opportunity for donors to channel their CBC donations through the Birdies Foundation which provides a wide array of incentives and increased return. Staff will attend a series of informative meetings related to the initiative. It is proposed that Board members use this opportunity to expand the impact of their giving. Also suggested was the strategy of forwarding Gala related donations through Birdies for Charity, assuming donor consent.

IV. Management Report

Board members were directed to the several- page written update on Board portal and in packets. Marian spoke briefly about the completion of the 2017 Annual Report, which was at each seat, as information on the upcoming Brew Ha Race. In addition, Marian mentioned her appreciation for the outpouring of support by the board, including those attending the opening of Paloma Place and recognized the dedication of Advisory Board member Linda Fugit, who did the interior design and purchasing for the new center. The CBC annual Holiday Luncheon will be dedicated to Linda.

Marian also noted that the Friends Board is hard at work planning the 2019 Gala, to be held on February 28 with Mayor Ron Nirenberg and wife Erika Prosper as honorees. The Friends Board is pleased to announce that this year's site is the Mays Center at the Witte Museum. Cappy and Suzy Lawton will serve as honorary chairs. It is hoped that we can accomplish sponsorship of a dozen or more new tables to this exciting event, and fill the room with 500 guests.

V. Old and New Business

Marian noted the City grant of \$50,000 recently awarded to prevent high school "leavers" prior to graduation, and thanked Bert for his educational and advocacy on behalf of this effort. Jacqui reminded the Board that building related committees should summarize their building related findings and submit in time for the Executive Committee to review at their scheduled October 17, 2018 meeting.

- VI. Adjournment- the meeting was adjourned at 1:20 pm. Next regular meeting of the Board will be held at 6:00 PM on Tuesday October 23, 2018 at Texas Capital Bank Building, 4th floor Conference Room.

Respectfully Submitted:

Connie Gilbert, Secretary

THE CHILDREN'S BEREAVEMENT CENTER OF SOUTH TEXAS

Financial Statements
(Unaudited)

September 30, 2018

Children's Bereavement Center of South Texas
Balance Sheet With Comparison Data
As of September 30, 2018

	Sep 30, 18	Aug 31, 18	\$ Change	Sep 30, 17	\$ Change
ASSETS					
Current Assets					
Cash & Equivalents	248,319	330,784	-82,465	293,804	-45,485
Accounts Receivable	354,558	187,665	166,893	126,978	227,580
Other Current Assets & Investments**	1,199,018	1,199,018	0	1,054,870	144,148
Total Current Assets	1,801,895	1,717,467	84,428	1,475,652	326,243
Total Fixed Assets	1,994,824	1,994,824	0	1,989,752	5,072
TOTAL ASSETS	3,796,719	3,712,291	84,428	3,465,404	331,315
LIABILITIES & EQUITY					
Total Liabilities	41,409	53,612	-12,203	54,529	-13,120
Net Assets					
Designated Operating Reserve	775,000	775,000	0	775,000	0
Investment in Fixed Assets	1,982,931	1,982,931	0	1,982,931	0
Net Assets	727,512	727,512	0	679,873	47,639
Temp. restricted net assets	319,432	319,432	0	319,432	0
Net Income	-49,567	-146,198	96,631	-346,363	296,796
Total Net Assets	3,755,308	3,658,677	96,631	3,410,873	344,435
TOTAL LIABILITIES & NET ASSETS	3,796,717	3,712,289	84,428	3,465,402	331,315
**Investments	1,165,643	1,165,643	0	1,025,188	140,455

Children's Bereavement Center of South Texas
COMBINED BUDGET VS ACTUAL
January through September 2018

	Jan - Sep 18	Budget	\$ Over Budget	% of Budget
Income				
Grants and Foundations	840,081	685,500	154,581	123%
Public Contributions	285,030	320,000	-34,970	89%
Program Fees	22,649	22,700	-51	100%
Event Income	268,951	242,600	26,351	111%
Interest Income	674	590	84	114%
Unrealized gain on investments	96,611	29,800	66,811	324%
In-kind Materials/Services	1,917	0	1,917	100%
Total Income	1,515,913	1,301,190	214,723	117%
Expense				
Employee Expense	934,853	1,005,907	-71,054	93%
Dues, Fees & Subscriptions	28,647	26,550	2,097	108%
Rent	76,983	87,200	-10,217	88%
Equipment Expense	121,891	130,075	-8,184	94%
Fundraising/Event	10,573	4,500	6,073	235%
Insurance - Liability	18,076	19,500	-1,424	93%
Marketing/PR	27,587	20,600	6,987	134%
Postage & Shipping	4,649	5,760	-1,111	81%
Printing & Publications	31,444	25,500	5,944	123%
Professional Fees	66,020	58,700	7,320	112%
Contractual Services	49,053	62,500	-13,447	78%
Profess. Devel./Meeting Expense	20,370	20,800	-430	98%
Repairs & Maintenance	38,819	36,450	2,369	106%
Supplies and Food	58,623	53,700	4,923	109%
Telephone	12,584	15,580	-2,996	81%
Travel, Transp., Meals, Lodging	21,701	28,650	-6,949	76%
Utilities	13,336	15,525	-2,189	86%
Student Stipends	28,353	28,350	3	100%
In-kind Materials/Services Ofst	1,917	0	1,917	100%
Total Expense	1,565,479	1,645,847	-80,368	95%
Surplus/Deficit	-49,566	-344,657	295,091	14%

Children's Bereavement Center of South Texas
San Antonio Budget vs. Actual
 January through September 2018

	Jan - Sep 18	Budget	\$ Over Budget	% of Budget
Income				
Grants and Foundations	261,148	345,000	-83,852	76%
Public Contributions	248,911	267,000	-18,089	93%
Program Fees	20,905	15,400	5,505	136%
Event Income	252,713	225,000	27,713	112%
Interest Income	674	590	84	114%
Unrealized gain on investments	96,611	29,800	66,811	324%
In-kind Materials/Services	1,917			
Total Income	882,879	882,790	89	100%
Expense				
Employee Expense	696,246	749,000	-52,754	93%
Dues, Fees & Subscriptions	21,598	20,000	1,598	108%
Rent	18,213	18,700	-487	97%
Equipment Expense	12,196	21,250	-9,054	57%
Fundraising/Event	3,474	0	3,474	100%
Insurance - Liability	14,324	15,500	-1,176	92%
Marketing/PR	25,628	17,000	8,628	151%
Postage & Shipping	4,214	5,400	-1,186	78%
Printing & Publications	27,216	21,200	6,016	128%
Professional Fees	43,144	40,500	2,644	107%
Contractual Services	40,918	52,500	-11,582	78%
Profess. Devel./Meeting Expense	17,972	18,000	-28	100%
Repairs & Maintenance	33,226	31,500	1,726	105%
Supplies and Food	43,482	36,000	7,482	121%
Telephone	6,450	6,750	-300	96%
Travel, Transp., Meals, Lodging	11,335	15,200	-3,865	75%
Utilities	11,017	12,400	-1,383	89%
Student Stipends	28,353	22,500	5,853	126%
In-kind Materials/Services Ofst	1,917	0	1,917	100%
Total Expense	1,060,923	1,103,400	-42,477	96%
Surplus/Deficit	-178,044	-220,610	42,566	81%

Children's Bereavement Center of South Texas
SUTHERLAND SPRINGS BUDGET vs ACTUAL

January through September 2018

	Jan - Sep 18	Budget	\$ Over Budget	% of Budget
Income				
Grants and Foundations	219,833	205,000	14,833	107%
Public Contributions	1,500	0	1,500	100%
Total Income	221,333	205,000	16,333	108%
Expense				
Employee Expense	74,763	83,300	-8,537	90%
Dues, Fees & Subscriptions	4,045	3,000	1,045	135%
Rent	18,270	28,000	-9,730	65%
Equipment Expense	105,142	106,800	-1,658	98%
Fundraising/Event	1,470	0	1,470	100%
Insurance - Liability	1,753	2,000	-247	88%
Marketing/PR	993	0	993	100%
Postage & Shipping	335	0	335	100%
Printing & Publications	2,211	1,600	611	138%
Professional Fees	12,475	6,500	5,975	192%
Contractual Services	7,634	10,000	-2,366	76%
Profess. Devel./Meeting Expense	358	400	-42	90%
Repairs & Maintenance	5,443	3,600	1,843	151%
Supplies and Food	8,037	6,900	1,137	116%
Telephone	494	2,800	-2,306	18%
Travel, Transp., Meals, Lodging	2,233	6,250	-4,017	36%
Utilities	2,318	3,125	-807	74%
Student Stipends	0	2,700	-2,700	0%
Total Expense	247,974	266,975	-19,001	93%
Surplus/Deficit	-26,641	-61,975	35,334	43%

Children's Bereavement Center of South Texas
Rio Grande Valley Budget vs. Actual
January through September 2018

	Jan - Sep 18	Budget	\$ Over Budget	% of Budget
Income				
Grants and Foundations	359,100	135,500	223,600	265%
Public Contributions	34,269	53,000	-18,731	65%
Program Fees	1,744	7,300	-5,556	24%
Event Income	16,228	17,600	-1,372	92%
Total Income	411,341	213,400	197,941	193%
Expense				
Employee Expense	163,844	173,607	-9,763	94%
Dues, Fees & Subscriptions	2,754	3,550	-796	78%
Rent	40,500	40,500	0	100%
Equipment Expense	4,552	2,025	2,527	225%
Fundraising/Event	5,628	4,500	1,128	125%
Insurance - Liability	2,000	2,000	0	100%
Marketing/PR	966	3,600	-2,634	27%
Postage & Shipping	100	360	-260	28%
Printing & Publications	1,644	2,700	-1,056	61%
Professional Fees	10,402	11,700	-1,298	89%
Profess. Devel./Meeting Expense	2,040	2,400	-360	85%
Repairs & Maintenance	150	1,350	-1,200	11%
Supplies and Food	7,104	10,800	-3,696	66%
Telephone	5,640	6,030	-390	94%
Travel, Transp., Meals, Lodging	8,134	7,200	934	113%
Student Stipends	0	3,150	-3,150	0%
Total Expense	255,458	275,472	-20,014	93%
Surplus/Deficit	155,883	-62,072	217,955	-251%

SUMMARY OF FINDINGS ON 215 W. OLMOS DR.

TO: CBC EXECUTIVE COMMITTEE

FROM: CBC FACILITIES COMMITTEE

SUBJECT: SUMMARY OF FINDINGS ON 215 W. OLMOS DR

DATE: OCTOBER 16, 2018

The following analysis/inspections were requested and reviewed by the CBC Facility Committee. Findings are being submitted to the Executive Committee.

1. Survey was ordered and delivered to title company and attorneys. No problems were found.
2. Building inspection report ordered, delivered and reviewed by Facility Committee. Issues mentioned were in line with a building of this age. General repairs can be handled by a handyman. Estimated cost of \$27,000. Committee decided to move forward with a structural inspection from an engineer.
3. Structural inspection was ordered and completed. Report stated the building appears to be functioning satisfactorily. Two structural concerns were the gutters and downspouts/drainage around the building and the stairs in the rear need to be replaced. The presence of interior load bearing wall will limit flexibility. The interior load bearing cannot feasibly be moved. The walls would require to be replaced with headers or transfer beams. Estimated cost to fix the gutter work and stairs is \$7,500.
4. Environmental screening was ordered and reviewed. There are no currently documented or known environmental contamination matter from past property operations or from surrounding uses.
5. Asbestos, lead and mold inspection ordered and completed. Asbestos was found in floor tiles on the second floor offices, floor tiles in first floor restrooms, undercoating of sink in first floor coffee sink and all transite located on the exterior. Asbestos must be removed prior to demolition. Cost of removal range from \$21,000 to \$25,000. No mold or lead paint was found.
6. As built drawing was order and received. CBC Staff is meeting of architect on Thursday, October 18th to discuss needs for Annex space. After the meeting the architect will provide a schematic drawing on renovations which can be used to price renovation costs.

Cost of survey, inspections and drawings:

- 1) Survey - \$1,285 plus tax. To be paid at closing
- 2) Building inspection - \$1,114
- 3) Structural inspection - \$1,500
- 4) Environmental screening - \$530
- 5) Asbestos, lead and mold inspection - \$1,556
- 6) Drawings and planning - \$2,600

Total cost incurred: approx. \$8,600

Costs for minimum renovations:

1) Handyman	\$27,000
2) Structural cost	\$ 7,500
3) Remediation	<u>\$25,000</u>
Total	\$59,500

CRITICAL DATES SUMMARY

**Purchase of Land and Improvements at
215 W Olmos Dr, San Antonio, Bexar County, Texas (“Property”)
By The Children’s Bereavement Center of South Texas (“Buyer”),
from 215 W Olmos Company (“Seller”)**

COMPLETION DATES

SUBMISSION ITEMS/DEADLINES	CONTRACT REFERENCE	PARTY	DUE DATE	STATUS
Effective Date	§24, Page 12 of Contract	Seller/Buyer	August 7, 2018 (Tuesday) The effective date of this contract for the purpose of performance of all obligations is the date the title company receipts this contract after all parties execute this contract.	Received by Title Company on August 7, 2018.
\$10,000 Earnest Money	§5, Page 2 of Contract	Buyer	August 10, 2018 (Friday) Not later than 3 days after the effective date, Buyer must deposit \$10,000.00 as earnest money with Presidio Title (Title Company) at 7373 Broadway, Suite 105, San Antonio, TX 78209, Brandon Clementson.	Buyer deposited \$10,000.00 with the Title Company August 7, 2018.
Delivery of Title Commitment and Exception Documents to Buyer	§6(A)(3), Page 2 of Contract	Seller/Title Company	August 22, 2018 (Wednesday) Within 15 days after the effective date, Seller will furnish Buyer a commitment for title insurance (the commitment) including legible copies of recorded documents evidencing title exceptions. Seller authorizes the title company to deliver the commitment and related documents to Buyer at Buyer’s address.	Title commitment received August 14, 2018.

SUBMISSION ITEMS/DEADLINES	CONTRACT REFERENCE	PARTY	DUE DATE	STATUS
Expiration of time for Seller to provide UCC Search	§6(C)(1), Page 3 of Contract	Seller	August 22, 2018 (Wednesday) Within 15 days after the effective date, Seller, at Seller's expense, will furnish Buyer a Uniform Commercial Code (UCC) search prepared by a reporting service and dated after the effective date. The search must identify documents that are on file with the Texas Secretary of State and the county where the Property is located that relate to all personal property on the Property and show, as debtor, Seller and all other owners of the personal property in the last 5 years.	UCC Search has been replaced by agreement by Seller to execute an affidavit/certificate attesting to UCC matters.
Expiration of time for Seller to deliver Property Information	§7(D)(1), Page 5 of Contract	Seller	August 22, 2018 (Wednesday) Within 15 days after the effective date, Seller will deliver to Buyer the Property Information (defined in the Contract).	Seller delivered Property Information on August 21, 2018.
Expiration of time for Seller to deliver Estoppel Certificates	§8(B), Page 6 of Contract	Seller	August 22, 2018 (Wednesday) Within 15 days after the effective date, Seller will deliver to Buyer estoppel certificates.	Seller delivered Estoppel Certificate August 21, 2018.
Expiration of time for Buyer to Procure New Survey	§6(B)(1), Page 3 of Contract	Buyer	September 6, 2018 (Thursday) Within 30 days after the effective date, Buyer will obtain a survey of the Property at Buyer's expense and deliver a copy of the survey to Seller.	Survey received September 6, 2018.

SUBMISSION ITEMS/DEADLINES	CONTRACT REFERENCE	PARTY	DUE DATE	STATUS
Expiration of time for Buyer to Object to Title and Survey matters	§6(D)(1), Page 3 of Contract	Buyer	<p>September 21, 2018 (Friday)</p> <p>Within 15 days after Buyer receives the last of the commitment, copies of the documents evidencing the title exceptions, any required survey, and any required UCC search, Buyer may object to matters disclosed in the items.</p>	Title and Survey Objection Letter sent by courier and email to Seller and Title Company on September 20, 2018.
Expiration of time for Seller to Cure Title and Survey matters	§6(D)(2), Page 3 of Contract	Seller	<p>October 5, 2018 (Friday)</p> <p>Seller may, but is not obligated to, cure Buyer's timely objections within 15 days after Seller receives the objections. The closing date will be extended as necessary to provide such time to cure the objections. If Seller fails to cure the objections by the time required, Buyer may terminate this contract by providing written notice to Seller within 5 days after the time by which Seller must cure the objections.</p>	
Feasibility Period expires	§7(B)(1), Page 4 of Contract	Buyer	<p>November 5, 2018 (Monday)</p> <p>Buyer may terminate this contract for any reason within 90 days after the effective date (feasibility period) by providing Seller written notice of termination.</p>	

SUBMISSION ITEMS/DEADLINES	CONTRACT REFERENCE	PARTY	DUE DATE	STATUS
Closing Date	§10(A), Page 7 of Contract	Seller/Buyer	<p>December 5, 2018 (Wednesday)</p> <p>The date of the closing of the sale (closing date) will be on or before the later of: (1) 30 days after the expiration of the feasibility period, or (2) 7 days after objections made under paragraph 6D have been cured or waived.</p>	

Notices – Section 20, Page 11 of Contract- All notices between the parties under this contract must be in writing and are effective when hand-delivered, mailed by certified mail return receipt requested, or sent by facsimile transmission to the parties addresses or facsimile numbers stated in Paragraph 1. The parties will send copies of any notices to the broker representing the party to whom the notices are sent.

CLOSING DOCUMENTS

1. Special Warranty Deed. (§10(C), Page 7 of Contract)
2. Bill of Sale. (§10(D), Page 7 of Contract)
3. Assignment of Leases to or on the Property. (§10(D), Page 7 of Contract)
4. Title Policy. (§6(A)(1), Page 2 of Contract)
5. Evidence of Seller's Authority or such other documents reasonably required by the title company. (§10(D)(6), Page 7 of Contract)
6. Evidence of Buyer's Authority or such other documents reasonably required by the title company. (§10(E)(2), Page 8 of Contract)
7. Non-Foreign Affidavit reasonably acceptable to the title company. (§10(D), Page 7 of Contract)

MONETARY OBLIGATIONS

1. Sales Price: \$685,000.00 (§3, Page 1 of Contract)
2. Earnest Money: \$10,000.00, all of which shall be applied towards the Sales Price at Closing. (§5, Page 2 of Contract)
3. Taxes. If Seller's use or change in use of the Property before closing results in the assessment of additional taxes, penalties, or interest (assessments) for periods before closing, the assessments will be the obligation of Seller. If this sale or Buyer's use of the Property after closing results in additional assessments for periods before closing, the assessments will be the obligation of Buyer. (§14(B), Page 9 of Contract) (This Paragraph 14B survives closing.)
4. Broker Commissions: Seller will pay Principal Broker (represents Seller) the fee specified by separate written agreement between Principal Broker and Seller. Principal Broker will pay Cooperating Broker the fee specified in the Agreement between Brokers found below the parties' signatures to this contract. (§9(B)(1), Page 6 of Contract)

CONTACT INFORMATION

SELLER: 215 W Olmos Company 215 W Olmos Dr. San Antonio, TX 78212-1957	Contact: Marilyn Eldridge Phone: Email: meldridge@stic.net
BUYER: The Children's Bereavement Center South Texas 205 W Olmos Dr. San Antonio, TX 78212	Contact: Marian Sokol Phone: (210) 736-4847, ext. 226 Fax: 210-832-8919 Email: msokol@cbcbst.org
SELLER'S ATTORNEY Thomas J. Smith Law Firm 4040 Broadway St, Ste 616 San Antonio, TX 78209-6353	Contact: Thomas J. Smith Phone: (210) 227-7565 Fax: (210) 227-8654 Email: smith@tjsmithlaw.com
BUYER'S ATTORNEYS Andrew Sherwood Dykema Cox Smith 112 E. Pecan, Suite 1800 San Antonio, Texas 78205-1521	Contact: Andrew Sherwood Phone Nos: (210) 554-5500 (Dykema Firm number) Email: asherwood@dykema.com
TITLE COMPANY Presidio Title 7373 Broadway, Suite 105 San Antonio, TX 78209	Contacts: Brandon Clementson Office: (210) 757-9600 Fax: (210) 757-9600 Email: bclementson@presidiotitle.com
SURVEYOR	Contact: Phone: Fax: Email:
SELLER'S BROKER DH Realty Partners 801 N St. Marys St. San Antonio, TX 78205	Contact: Charles L. Jeffers Phone: (210) 222-2424 Fax: (210) 271-0183 Email: cjeffers@dhrp.us
BUYER'S BROKER JLL 9601 McAllister Fwy Suite 100 San Antonio, TX 78216	Contact: David Ty West Phone: (210) 839-2015 Email: ty.west@am.jll.com

MINUTES OF EXECUTIVE COMMITTEE MEETING

Tuesday October 16, 2018

Meeting was convened at SWBC Corporate Office, with Board Chair Jacqui Peace presiding and the following other Executive Committee members present: Scott Gruendler, Connie Gilbert, Bobby Rios, Curtis Ruder, Rose Mary Fry, and Jimmie Keenen (Gen. Keenan by Conference line). Purpose of the meeting was to further assess the opportunity to purchase property at 215 W. Olmos. Staff present: Marian Sokol and Blair Thompson.

- 1. A Brief Overview: State of the Organization and Management Recommendation Related to 215 West Olmos Property** was presented by Marian. She highlighted advances in perceived sustainability at each of the three additional Centers that have been established over the past few years. The Rio Grande Valley CBC has gained new strength with 3 additional board members and seems to be thriving with leadership of Interim Director Randy Baker. A \$50,000 grant to the Valley Center has been awarded by the Meadows Foundation of Dallas; and a pledge of \$25,000 by an individual donor. Plans are underway to increase public contributions with a special event in spring.

Blair provided insight into the future direction of Wonders & Worries, after meeting this week with CEO Alex Gabbi. The Austin based program has a goal of independently operating that Center after 2019 and partnering with CBC for referrals and potentially even leasing/co-housing if we have space available by that time.

Paloma Place client volumes are quickly increasing, and funds from the Governor's office are available through the present VOCA grant to increase to meet demand. After the present VOCA grant ends next September, there should be an additional two- year contract awarded. The partnership with UTSA is functioning very well. An additional therapist has just been hired.

*Recommendation: It is the recommendation of staff to the Executive Committee that the building be purchased and minimal update be done, funded by a major gift campaign of approx. \$1.2 million accomplished in the 2019. In 2020, a capital campaign will be launched for major renovations for client counseling and administrative use and that campaign be concluded in 2022, for the 25th Anniversary Year.
- 2. Due Diligence Status on Building and Legal Documents-** Connie Gilbert provided a summary of facilities inspections and Facilities Committee consensus that the 215 W. Olmos property has no major unknown deficits. This is after inspections of structural, electrical, asbestos assessment and more. One additional assessment will be made for termites. There are also apparently no legal issues that cannot be easily resolved to transfer title. Attorneys Andrew Sherwood, Ryan Sullivan and Lauren Ferrero have been tracking the timeline for legal due diligence.
- 3. Financial Analysis and Evaluation of Purchase Options vs. Lease Elsewhere-** Blair has send RFP letters to numerous area banks, and has meetings planned with each regarding most favorable terms.
- 4. Long Term Strategies Related to Staffing and Resource Development-** The hiring of Finance and Development staff is an essential component of the plan. Marian and Blair have informally been interviewing potential senior level candidates for those positions, with goal of strengthening infrastructure. Resource Development Committee is also supportive of this plan, with Chair Scott Gruendler emphasizing that he prefers hiring committed staff vs. contracting with an accounting firm.
- 5. Consideration of Consultant Engagement if Decision Made to Purchase and Launch Capital Campaign-** this item was discussed, and consensus is that for this initial phase of the campaign to acquire and update the building that Bert Pfiester be engaged as the lead. The Board has great confidence in his ability to strategize and guide the Board to its goal.
- 6. Detail Regarding the Summary Recommendation and Next Steps are attached on the following page.**

Marian Sokol 10/18/2018

MINUTES OF EXECUTIVE COMMITTEE MEETING
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PURPOSE/GOALS FOR ADDITIONAL SPACE:

GOAL 1: Provide office space for displaced Administrative Staff

GOAL 2: Provide additional space to facilitate increased program participation

FOUR (4) MODELS/FUNDING SCENARIOS:

		20-Year Mortgage Scenario		
	Lease	No Renovation	Limited Renovation	Total Renovation
Additional Square Footage	2,000	-	2,700	5,400
Building Purchase Contract	-	685,000	685,000	685,000
Remediation & Repairs	-	60,000	-	-
Renovation (\$90 per sqft)	-	-	243,000	486,000
Furniture, Fixtures, Equipment (\$20 per sqft)	40,000	-	54,000	108,000
Total Cost to Acquire & Equip Space	40,000	745,000	982,000	1,279,000
Lease Cost (@ \$25 NNN)	50,000	-	-	-
20-YEAR MORTGAGE @ 5.5%	-	62,000	82,000	104,000
Operating Costs (Tax, Util, R&M)	14,000	17,000	24,000	37,000
TOTAL COST OF OCCUPANCY	64,000	79,000	106,000	141,000
		Interest Only (Bridge Loan) Scenario		
		No Renovation	Limited Renovation	Total Renovation
Lease Cost (@ \$25 NNN)	50,000	-	-	-
INTEREST ONLY @ 5.5%	-	40,800	54,000	70,800
Operating Costs (Tax, Util, R&M)	14,000	17,000	24,000	37,000
TOTAL COST OF OCCUPANCY	64,000	57,800	78,000	107,800

MINUTES OF EXECUTIVE COMMITTEE MEETING
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STAFF RECOMMENDATION TO BOARD OF DIRECTORS

The recommendation of executive staff is as follows:

- Execute the existing contract for purchase the property 215 W. Olmos Dr.
- Secure Bridge Loan from 1 of 5 respondents to RFP (Proposals are due Nov. 1 from BB&T Bank, Broadway Bank, Frost Bank, Jefferson Bank, and Plains Capital Bank)
- Move forward with plan for **LIMITED RENOVATION** of 215 W. Olmos Dr.
- Immediately engage in a Major Gifts Campaign to raise approximately \$1.2MM
 - Pay-off Bridge Loan (\$982,000)
 - 2-Years increased Operating Expenses (\$250,000) related to expansion
- 2020 – 2021, Conduct full-scale (est. \$4MM - \$5MM) Capital Campaign to accomplish the following:
 - fully integrate and equip both buildings
 - expand parking
 - establish facility endowment
 - secure additional operating revenue to support further expansion
- Target 2022 to “cut ribbon” on new facility in coordination with CBCST 25th Anniversary

MANAGEMENT REPORT TO THE BOARD OF DIRECTORS

October 23, 2018

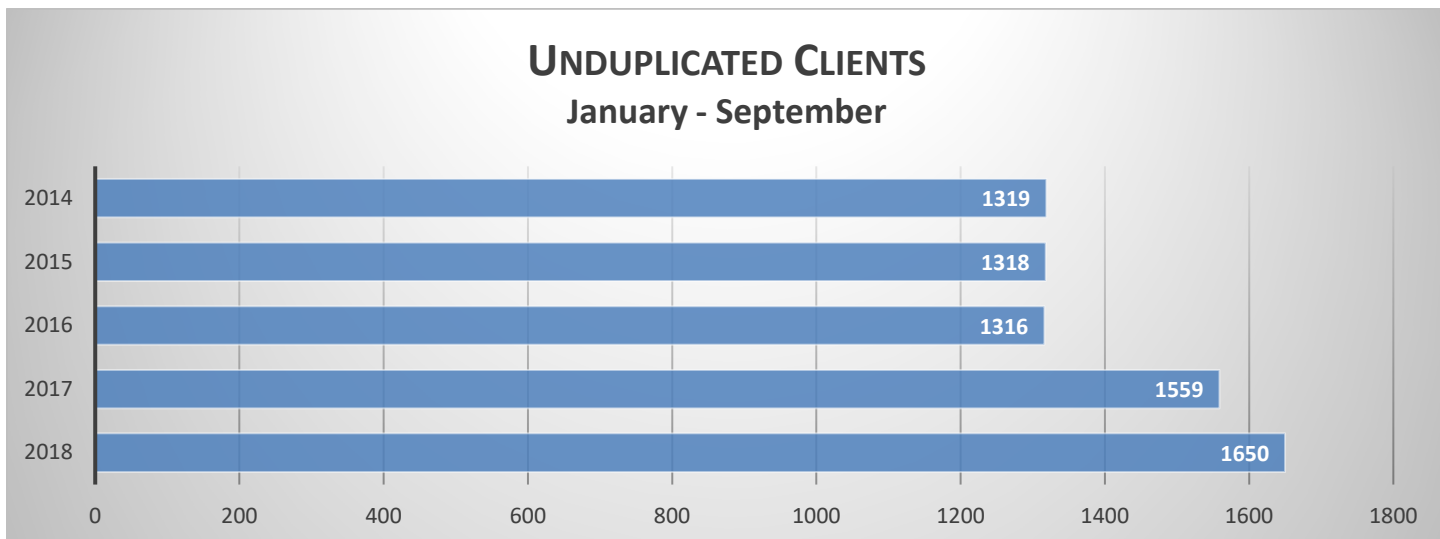
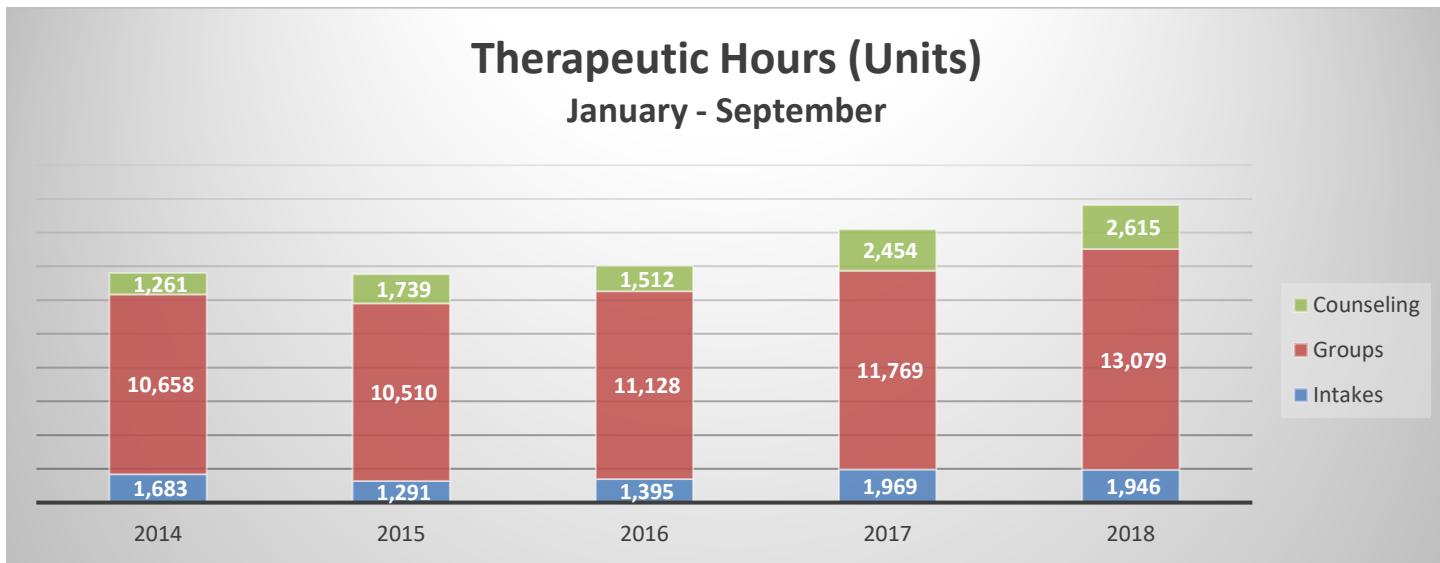
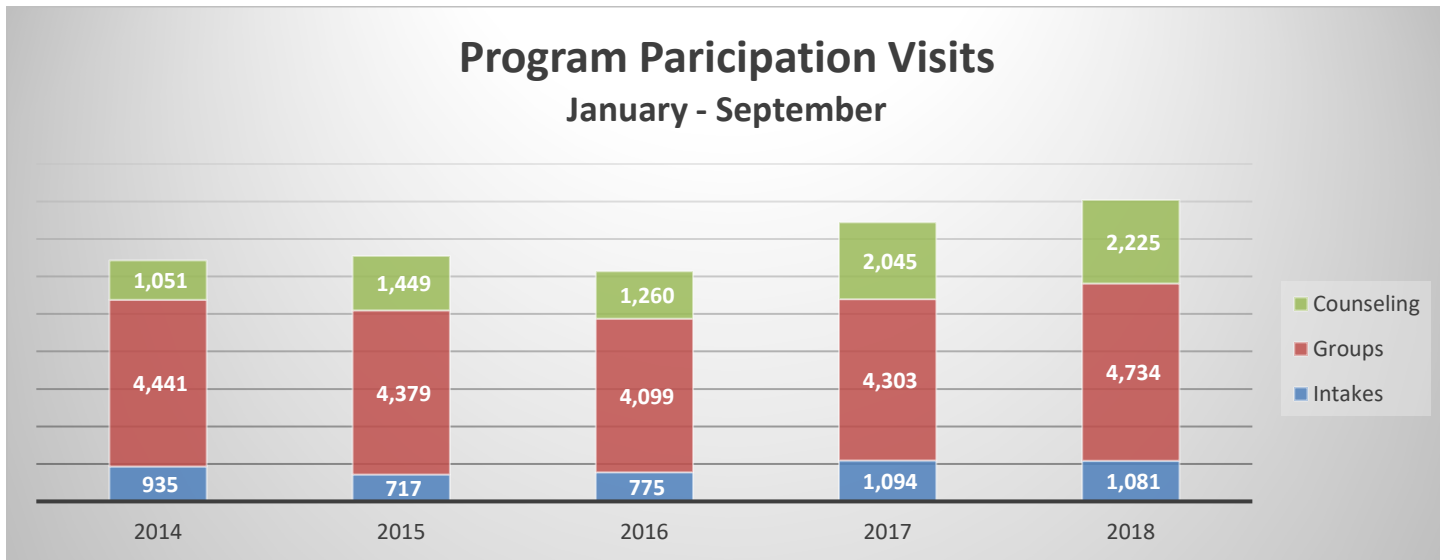
Administration & Finance- Blair Thompson

- *Financial Statement Highlights (for period ending September 30, 2018)*
 - **Balance Sheet:** The Balance Sheet remains very strong.
 - *Accounts Receivable:* With the end of Q3, CBCST issues billing/invoices for Methodist Healthcare Ministries (\$56K) and VOCA (\$23K, SA/RGV + \$47K, Floresville); Additionally, Management recorded a \$50K award from Meadows Foundation. Accounts are regularly paid within 30-days.
 - *Cash:* Cash balances on 09/30/2018 trailed Management's cash flow projections by \$87K, this due in large part to timing of AR payments that arrived in early October rather than late September as anticipated. Management continues to monitor cash balances closely, and based on current projections, management does not anticipate the need to exercise the operating line-of credit (\$300K at Plains Capital Bank) during the next 12-months.
 - **Budget vs Actual:** Actual Revenue and Expenses for Combined programs, as compared to budget, fall within acceptable variances (> 10% AND \$1,000). The few exceptions are attributable primarily to timing and/or unanticipated costs – many related to rapid expansion in 2018. Overall (i.e. Combined), the Center reports revenue at +17% compared to budget, while expenses continue to trend slightly below budgeted targets at 95% YTD.
- *Facilities*
 - **215 W. Olmos (Annex)** See report from Facilities Committee
- *Human Resources*
 - **Floresville:** Due to rapidly increasing volumes for individual counseling, the Program Director of Paloma Place (Ashley Jesse) requested the addition of a full-time rather than part-time counselor (as reported last month). CBCST/Paloma Place has hired a Full-Time Counselor (LPC-Intern) to join the team at Paloma Place. Kim Fox, LPC-I will join the team effective October 23, 2018
 - **Accounting/Operations:** Management has hired additional support for accounting and administration. Kerry Quinn comes to the Center with an impeccable resume and references. She will join the team effective October 24 and will play a key role in further developing the Center's strong financial and fiscal reporting and accountability. Kerry has considerable experience with fiscal accountability for government grants, which will be of great significance as the Center has increased government revenue from \$100,000/year to approximately \$550,000/year. Kerry will be a great asset to the team and raise confidence in the Center's capacity to meet the rigorous accountability associated with government funding.
 - **Time-keeping:** New time-keeping system, administered by SWBC, went into effect on September 2, 2018, and has rolled out with only minor issues for users. Management believes this will provide a meaningful process improvement for the Center.

MANAGEMENT REPORT TO THE BOARD OF DIRECTORS

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Program Highlights (Tami Logsdon)



MANAGEMENT REPORT TO THE BOARD OF DIRECTORS

October 23, 2018

Strengthening Collaborations: In addition to individual counseling and peer support groups, members of the Program team have been reaching out to other organizations to educate other youth serving organizations about our services and strengthen referral opportunities.

- Emily Price (Staff Counselor and Camp Coordinator) presented to Communities in Schools Site Coordinators about referral process for Camp Heroes coming up in November and March. Registration for November camp is strong.
- Tami Logsdon (Program Director) met with clinicians at ChildSafe to provide basic grief education and answer questions about referrals for families who can be served by both organizations. ChildSafe works with primarily with children who have experienced physical or sexual abuse and families often receive services from ChildSafe and CBCST concurrently when appropriate.
- Tami Logsdon and Andrea Szczepaniak (Intake Coordinator) met with staff from Bexar County Children's Court to improve referrals to the court for grandparents who need temporary custody agreements following the death or incarceration of a parent. The Children's Court staff have great resources to offer parents needing legal assistance or help obtaining court documents.

Development and Marketing (Julia Anderson, Suzanne Benavides, Franchesca Velten)

Marketing and Getting into Holiday Spirit

- Santa will roll in on a Coca Cola Semi-Trailer at 3pm on Thursday December 13th, filled with gifts for children. While intended, of course, for CBC children, there will be plenty for all. If you know of a family facing hardship in buying gifts for Christmas we welcome them from 3 to 5 pm, where holiday spirit will be high! We plan to share this event with children from several of the other smaller charities.
- On the same day (12/13) at noon, we will hold a Holiday Luncheon and honor Linda Fugit. This will be held at La Fonda on Main. Hope you will come and celebrate, and you are welcome to bring a guest.
- A large white wooden Sleigh and Christmas Tree decorated at CBC will be on display in December at Morgan's Wonderland. Our young volunteers are creating something special for all to enjoy.
- We are still looking for Potluck Partners for Camp Heroes during Thanksgiving week. We need breakfast and lunch sponsors early in the week. For more information contact counselor Emily Price at CBC main number.
- Special thanks to Curtis Ruder and colleagues at Abiding Presence Lutheran Church, who are here this Thursday evening and once a month sponsor a fantastic Mexican style meal for our families.
- The Center is seeking a Fiesta Medal sponsor. The sponsor will be highlighted with imprint on the back side of several thousand medals. This year we will have a medal designed by a child. Call Franchesca if you know of someone with a big heart who might sponsor this on our behalf.

Third Party Fundraising Events

- Thank you to BB&T Bank Regional President Ben Presentin and the team at BB&T for raising funds for the Center with a "Wear Jeans to Work Day" at the Bank!
- Spaw Glass Tournament went very well. Several auction items donated by San Antonio and Rio Grande Valley supporters helped raise auction proceeds by more than \$7000, all of which will be returned to both Center sites, along with tournament fees.

Friends and Gala 2019

- SAVE the DATE!! A *Taste & Tour* event hosted by the Friends group will be held at the Center on Tuesday, November 13th in lieu of Sisterhood Soiree this year. This is to encourage volunteer involvement and generate enthusiasm for the February Gala. You are invited to bring *your* friends that morning from 9 to 11 am.

MANAGEMENT REPORT TO THE BOARD OF DIRECTORS

October 23, 2018

- We are so appreciative of the support of Plains Capital Bank as sponsor of the 2018 Holiday Shop! Thanks to Connie Gilbert and Plains Employees for once again underwriting costs of this fun event where our children “Shop” for gifts for parents and caregivers; and Santa makes an appearance.
- Gala Invitations are at the printer! Your help is needed to increase participation and success! Julia Anderson and the Friends Board are actively planning our 18th Annual Gala with honorees Erika Prosper and Mayor Ron Nirenberg along with Honorary Chairs Suzy and Cappy Lawton. Event will be held on February 28th at Mays Family Center/Witte. Underwriting letters are in the mail! We need your support to bring in new attendees and seek additional table sponsors for this year’s larger venue!

Grants

- The Center has recently submitted to HEB Foundation (for RGV), Texas Pediatric Society, Kenedy Memorial Foundation (for RGV). In coming weeks will submit proposals to: United Way (for Successful Student Impact grant), Circle Bar Foundation, Semmes Foundation, Halff Memorial Foundation, Allegra Footprint Fund, and Alamo Kiwanis Club. Grant reporting is ongoing, with several foundations and VOCA requiring quarterly updates.

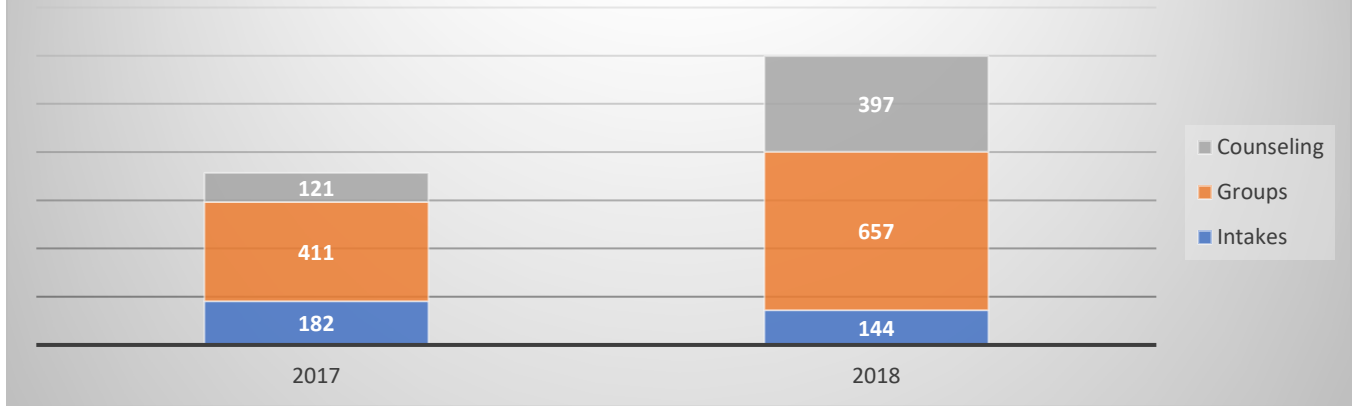
Expansion and Special Projects (Marian Sokol, Blair Thompson, Bert Pfiester, Leslie Wood)

- Leslie continues to do outreach for awareness as well as interventions in school- based settings. This month she attended Spaw Glass tournament, ESC Region 20 Fall Counseling Conference, SA Spiritual Care Networking meeting, Young Women’s Leadership Academy, Alamo Kiwanis Club Installation of Officers, and Keller Williams Hearts & Hands Golf Tournament. She also responded to situations where death impacted students at George Gervin Academy and St. Mary’s Hall
- **The Rio Grande Valley Center** – We are very pleased with the energy and fund development efforts that are occurring at the Harlingen based Center. Interim Director Randy Baker is doing a great job and has engaged the support of 3 new Board members in the past 6 weeks. We have also secured a \$6,500 contract for training in Los Fresnos schools, and received \$4,500 from the Big Give of Brownsville. Grant support from the Meadows Foundation, and final approval of a two-year Victims of Crime (VOCA) grant at the \$80,000 level will help to assure that revenue is stable while we work to grow individual giving. Initial plans for a November fundraiser have been moved to spring to avoid competition with 2 other major events in the Valley; and a committee is actively working on that effort.

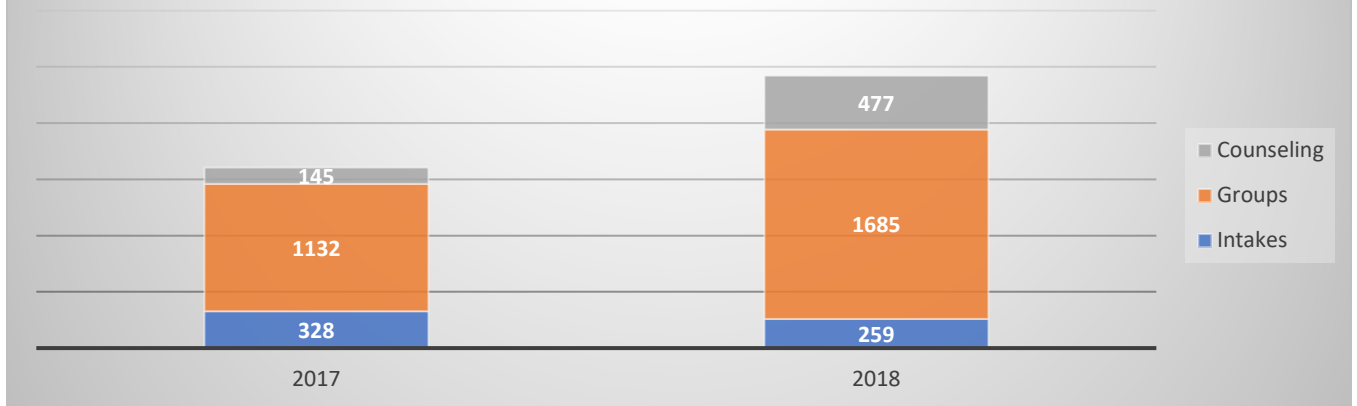
MANAGEMENT REPORT TO THE BOARD OF DIRECTORS

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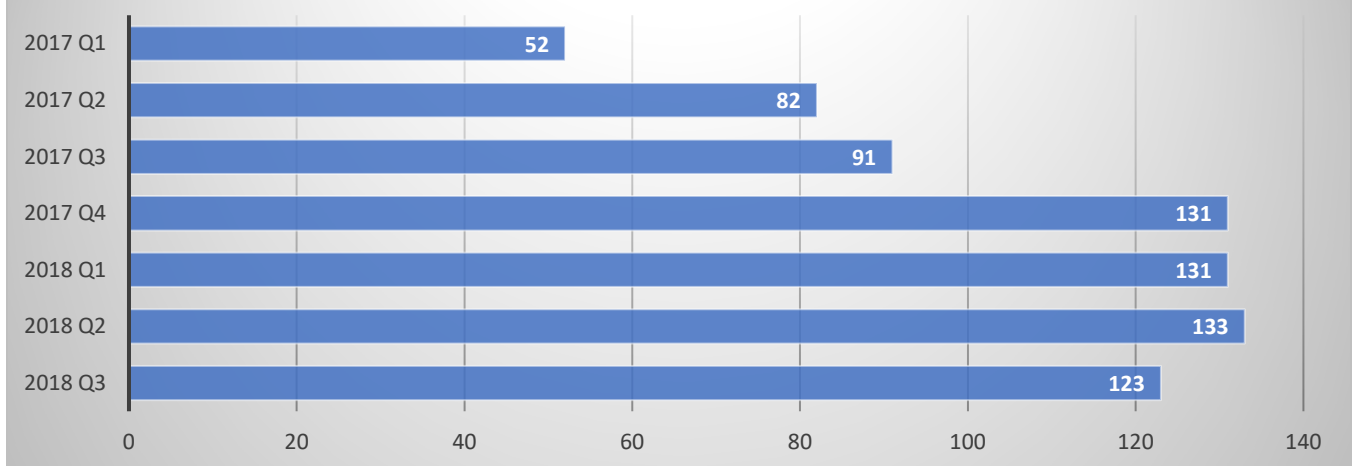
RGV PROGRAM VISITS January - September



RGV PROGRAM THERAPEUTIC HOURS January - September



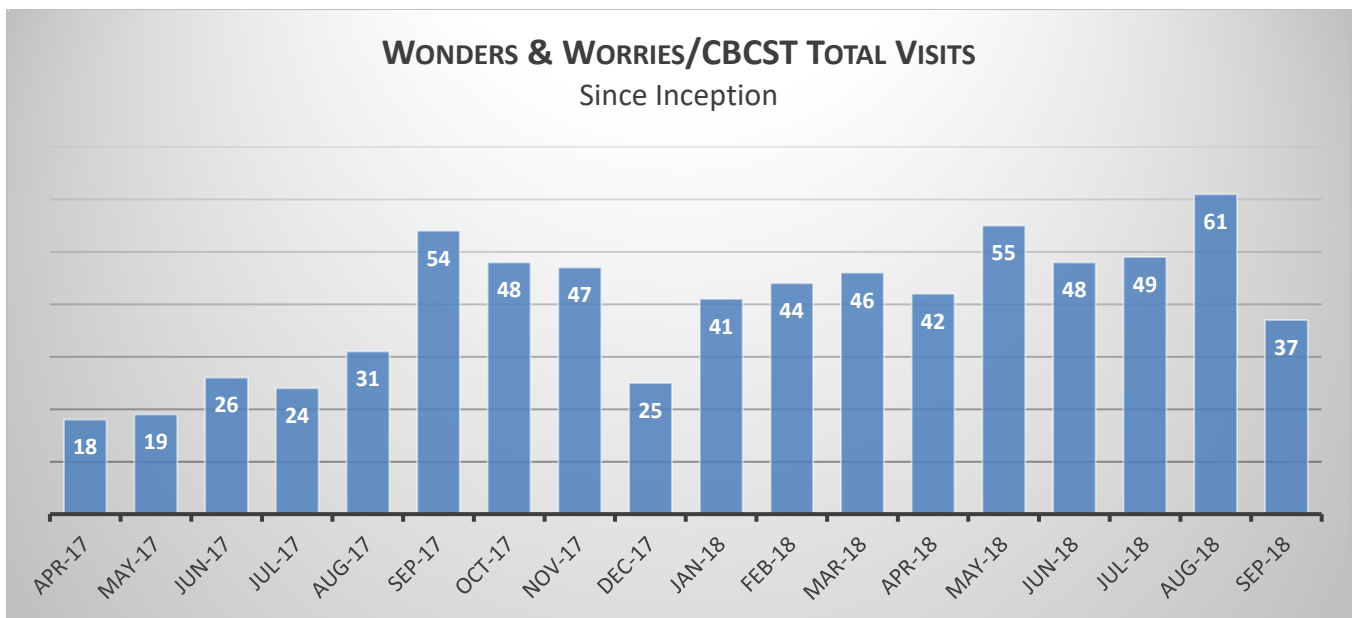
RGV UNDUPLICATED CLIENTS



MANAGEMENT REPORT TO THE BOARD OF DIRECTORS

October 23, 2018

- **Wonders & Worries-** All going smoothly at our Center for families facing devastating diagnoses. Leslie Wood, therapist on the CBC team, is seeing the children whose families have very poor prognosis. Deanna Smith, child-life specialist hired by the Austin based Wonders & Worries office, is providing educational groups and counseling for children of newly diagnosed parents. The START Cancer Center has just been named one of the finalists for a 2018 SA Business Journal Award for Corporate Philanthropy related to their designation of space and funding to support this program, which is open to families across the community. Blair Thompson and Wonders & Worries Executive Director Alex Gabbi of Austin met this week. They would like to assume full responsibility for the program eventually, including fundraising; with commitment to continued close partnership with CBC. There is a potential for even sharing additional space at our Olmos location as CBC expands. This is consistent with Wonders & Worries board's plan to expand their mission in both San Antonio and to Houston. Currently they have several sites in Austin and Georgetown. We are supportive of this plan.



- **Paloma Place-** We are pleased to complete opening phase and be receiving children and families at the Center. Regional Director, Ashley Jesse, has assessed and accepted 25 children for individual therapy, as well as several others in a grief support group. We have just hired an additional therapist and added another counseling intern, as the UTSA team of LPC interns are full as well. Initial impression is that there is a great deal of anxiety and depression among the children. Next month marks the one-year anniversary of the shooting. On a lighter note, we were appreciative of the donated flatbed trailer with hay bales, and Corvette car loaned for our use in the Peanut Festival Parade this month, where we passed out 1500 fans and cookies along with brochures for Paloma Place. Bert is working to complete fence and landscape with volunteer help from young Rotarians of the Downtown Rotary Club.