

Motion for Ratification of Action taken by Executive Committee
Children's Bereavement Center of South Texas

FROM CBCST BYLAWS

4.2.1 **Executive Committee.** The Executive Committee shall be composed of the Officers of the CBCST Board, and, at the Board Chair's discretion, two additional voting Directors. The Executive Committee shall be responsible for conducting Board affairs in the intervals between meetings, dealing with matters of urgency that may arise between Board meetings, and coordinating the annual performance review of the Executive Director. The Executive Committee shall meet at the discretion of the Board Chair. The Directors may delegate to this Executive Committee the authority to exercise all powers of the Board, excepting the power to amend the Bylaws, while the Board is not in session. All business transacted by such Executive Committee must be submitted to and ratified by the Board at its next regular meeting or at a special meeting called for that purpose. The Executive Committee shall give final approval to settlement of personnel grievances. The Executive Committee reserves the right to enter into executive session for discussion regarding the foregoing matters and any matters incidental or necessary thereto to conduct the affairs of the CBCST. No ex officio Director shall serve on the Executive Committee.

MOTION TO RATIFY:

The Executive Committee of the Children's Bereavement Center moves for the Board of Directors' ratification of action taken by the Executive Committee on November 9, 2018 affirming a recommendation (made in the form of a motion) from the Finance Committee to execute two (2) loan packages for financing the purchase, renovation, equipping, and operating the property at 215 W. Olmos Dr.

BACKGROUND INFORMATION

On November 9, 2018, in accordance with authority granted by Section 4.2.1 of the CBCST Bylaws (Amended January 23, 2018), the Executive Committee of the Children's Bereavement Center (CBCST) voted on the following motion which was advanced with unanimous consent of the CBCST Finance Committee:

The Finance Committee of the Children's Bereavement Center of South Texas moves for the acceptance of loan offers from both the Gordon Hartman Family Foundation (\$685,000) and Frost Bank (\$600,000) to be used for the purchase, renovation, and furniture, fixtures and equipment necessary to occupy the building at 215 W. Olmos Drive and for associated operational expenses of the CBCST

Jacqui Peace, Board Chair, called for an *"electronic vote due to the short timeframe to move forward and document the loans in sufficient time for closing on the building."* The result of the vote was as follows:

- YES Votes:
 - Jacqui Peace, Chair
 - Scott Gruendler, Vice Chair
 - Bobby Rios, Treasurer
 - Curtis Ruder, At Large Member
 - Rose Mary Fry, At Large Member
- Abstentions:
 - Bill Day, Immediate Past Chair
 - Connie Gilbert, Secretary

(For the record, a copy of each electronic vote is attached hereto.)

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Children's Bereavement Center of South Texas

ADDITIONAL INFORMATION:

SUMMARY TERM INFORMATION ON LOANS:

- Lender: Gordon Hartman Family Foundation
 - Credit Facility: \$685,000 Promissory Note
 - Purpose: to purchase the building at 215 W. Olmos Dr.
 - Closing: December 6, 2018
 - Maturity: 12-months
 - Interest Rate: 5%
 - Payment Terms: Interest only, paid Quarterly; \$685,000 balloon due December 2019
 - Collateral: First Deed of Trust on property at 215 W. Olmos Dr.
 - Addl Covenants: CBCST may not take on more than \$500K additional debt

- Lender: Frost Bank
 - Credit Facility: \$600,000 non-revolving line of credit
 - Purpose: to bridge timing between renovation and FF&E of 215 W. Olmos and completion of Major Gifts Campaign
 - Closing: not later than January 7, 2019
 - Maturity: 24-months from Closing Date
 - Interest Rate: 4.75%
 - Payment Terms: Interest only payable monthly; at maturity, any remaining balance may be converted to a new loan supported by the capital campaign
 - Collateral: \$300,000 pledge of brokerage account (held at Frost) and assignment of future Capital/Major Gifts Campaign receipts

From: [Connie Gilbert](#)
To: [Blair Thompson](#); jpeace@swbc.com; [Scott Gruendler](#); brios@bartlettcocke.com; rmfry@degreesofwork.com; [Curtis Ruder](#); bday243@yahoo.com
Cc: [Marian Sokol](#)
Subject: RE: VOTE REQUIRED BY EXECUTIVE COMMITTEE
Date: Friday, November 9, 2018 5:05:30 PM

I abstain.

But what a great loan package!

Connie Gilbert

PlainsCapital Bank
Senior Vice President | Commercial Loan Officer
direct 210.321.3314 | fax 877.379.2023
NMLS 820972
150 E. Sonterra Blvd , Suite 150 | San Antonio, TX 78258

connie.gilbert@plainscapital.com | PlainsCapital.com

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From: Blair Thompson <bthompson@cbcst.org>

Sent: Friday, November 9, 2018 3:48 PM

To: jpeace@swbc.com; [Scott Gruendler <scottg@spechts.com>](mailto:scottg@spechts.com); brios@bartlettcocke.com; [Connie Gilbert <connie.gilbert@plainscapital.com>](mailto:connie.gilbert@plainscapital.com); rmfry@degreesofwork.com; [Curtis Ruder <curtisr@mowsatx.org>](#); bday243@yahoo.com

Cc: [Blair Thompson <bthompson@cbcst.org>](mailto:bthompson@cbcst.org); [Marian Sokol <msokol@cbcst.org>](mailto:msokol@cbcst.org)

Subject: VOTE REQUIRED BY EXECUTIVE COMMITTEE

Importance: High

** External Sender **

CBCST Executive Committee:

This email is being sent on behalf of Jacqui Peace, Board Chair, and calls for a VOTE BY THE EXECUTIVE COMMITTEE on the motion as stated below.

BACKGROUND:

The Finance Committee met on Monday, November 5, 2018.

Attendees: Jacqui Peace, Bobby Rios, Lauren Ferrero, and Blair Thompson. As immediate past Treasurer, the committee also solicited input from Curtis Ruder in the discussion. Committee members not present at the meeting were Connie Gilbert, Mallory Ahl, and Ty West. Connie and Mallory were not included in the discussion due to conflicts of interest as representatives of Plains Capital Bank and Frost Bank, respectively. Ty was unavailable. However, Ty has been briefed on the

From: Scott Gruendler
To: Curtis Ruder
Cc: Blair Thompson; jpeace@swbc.com; brios@bartlettcocke.com; Connie Gilbert; rmfry@degreesofwork.com; bday243@yahoo.com; [Marian Sokol](mailto:Marian.Sokol)
Subject: Re: VOTE REQUIRED BY EXECUTIVE COMMITTEE
Date: Friday, November 9, 2018 6:41:07 PM

Yes. I approve of this. I backed the finance team.

Sent from my iPhone

On Nov 9, 2018, at 3:54 PM, Curtis Ruder <curtISR@mowsatx.org> wrote:

I am in favor of the motion.

On Nov 9, 2018 3:48 PM, Blair Thompson <bthompson@cbest.org> wrote:
CBCST Executive Committee:

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Purpose: review and consideration of Loan Term Sheets from four (4) lenders who responded to the CBCST Request for Proposals for financing associated with purchase and renovation of 215 W. Olmos Dr. Those lenders were: Broadway, Frost, Jefferson, and Plains Capital. The group also considered a late developing offer from the Gordon Hartman Family Foundation. (Gordon made his offer after meeting with Bert Pfiester on Monday morning.)

Accordingly, the following recommendation from the Finance Committee is presented in the form of a motion. It comes with unanimous consent of all eligible Committee members. Because it comes from a standing committee, the motion requires no *second* and can be acted on directly by the Executive Committee under the authority granted in Section 4.2.1 of the Bylaws (as Amended January 23, 2018).

From: Bobby Rios
To: Blair Thompson
Cc: jpeace@swbc.com; [Scott Gruendler](mailto:Scott.Gruendler); [Connie Gilbert](mailto:Connie.Gilbert); rmfry@degreesofwork.com; [Curtis Ruder](mailto:Curtis.Ruder); bday243@yahoo.com; [Marian Sokol](mailto:Marian.Sokol)
Subject: Re: VOTE REQUIRED BY EXECUTIVE COMMITTEE
Date: Friday, November 9, 2018 5:27:30 PM

Approve

Sent from my iPhone

On Nov 9, 2018, at 3:50 PM, Blair Thompson <bthompson@cbcst.org> wrote:

CBCST Executive Committee:

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MOTION:

The Finance Committee of the Children's Bereavement Center of South Texas moves

From: Rose Mary Fry
To: Blair Thompson
Cc: jpeace@swbc.com; [Scott Gruendler](mailto:Scott.Gruendler); brios@bartlettcocke.com; [Connie Gilbert](mailto:Connie.Gilbert); [Curtis Ruder](mailto:Curtis.Ruder); bday243@yahoo.com; [Marian Sokol](mailto:Marian.Sokol)
Subject: Re: VOTE REQUIRED BY EXECUTIVE COMMITTEE
Date: Friday, November 9, 2018 3:57:08 PM

Yes.

Rose Mary Fry

Sent from my iPad

On Nov 9, 2018, at 3:48 PM, Blair Thompson <bthompson@cbcst.org> wrote:

CBCST Executive Committee:

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MOTION:

The Finance Committee of the Children's Bereavement Center of South Texas moves

From: [Curtis Ruder](#)
To: [Blair Thompson](#)
Cc: jpeace@swbc.com; [Scott Gruendler](#); brios@bartlettcocke.com; [Connie Gilbert](#); rmfry@degreesofwork.com; bday243@yahoo.com; [Marian Sokol](#)
Subject: Re: VOTE REQUIRED BY EXECUTIVE COMMITTEE
Date: Friday, November 9, 2018 3:54:48 PM

I am in favor of the motion.

On Nov 9, 2018 3:48 PM, Blair Thompson <bthompson@cbcst.org> wrote:
CBCST Executive Committee:

This email is being sent on behalf of Jacqui Peace, Board Chair, and calls for a VOTE BY THE EXECUTIVE COMMITTEE on the motion as stated below.

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ADDITIONAL INFORMATION:

From: [Peace, Jacqui](#)
To: [Blair Thompson](#); [Scott Gruendler](#); brios@bartlettcocke.com; [Connie Gilbert](#); rmfry@degreesofwork.com; [Curtis Ruder](#); bday243@yahoo.com
Cc: [Marian Sokol](#)
Subject: RE: VOTE REQUIRED BY EXECUTIVE COMMITTEE
Date: Friday, November 9, 2018 3:51:07 PM
Attachments: [image003.png](#)
[image004.png](#)
[image005.png](#)
[image006.png](#)
[image007.png](#)

Yes, approved.

Jacqui M. Peace
Chief Compliance Executive
Legal
SWBC
9311 San Pedro Avenue, Suite 600
San Antonio, Texas 78216
+1 (210) 376-3523 - Direct
+1 (800) 527-0066 - Toll Free
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From: Blair Thompson [mailto:bthompson@cbcst.org]
Sent: Friday, November 09, 2018 3:48 PM
To: Peace, Jacqui <JPeace@swbc.com>; Scott Gruendler <scottg@spechts.com>; brios@bartlettcocke.com; Connie Gilbert <connie.gilbert@plainscapital.com>; rmfry@degreesofwork.com; Curtis Ruder <curtisr@mowsatx.org>; bday243@yahoo.com
Cc: Blair Thompson <bthompson@cbcst.org>; Marian Sokol <msokol@cbcst.org>
Subject: [EXTERNAL] VOTE REQUIRED BY EXECUTIVE COMMITTEE
Importance: High

From: Bill Day
To: Blair Thompson
Cc: jpeace@swbc.com; Scott Gruendler; brios@bartlettcocke.com; Connie Gilbert; rmfry@degreesofwork.com; Curtis Ruder; Marian Sokol
Subject: Re: VOTE REQUIRED BY EXECUTIVE COMMITTEE
Date: Friday, November 9, 2018 10:22:21 PM

I would like to abstain from this vote since I work for Frost.

Thanks,

Bill

On Nov 9, 2018, at 15:48, Blair Thompson <bthompson@cbcs.org> wrote:

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