

**A RESOLUTION BY THE BOARD OF DIRECTORS OF THE CHILDREN'S BEREAVEMENT CENTER OF SOUTH TEXAS APPROVING THE ENTRANCE INTO A LOAN AGREEMENT WITH THE GORDON HARTMAN FAMILY FOUNDATION; PROVIDING THE TERMS AND CONDITIONS OF SUCH LOAN AGREEMENT AND AUTHORIZING THE EXECUTION OF RELATED LOAN DOCUMENTATION BY AUTHORIZED OFFICIALS; RESOLVING OTHER MATTERS IN CONNECTION WITH THE FOREGOING; AND PROVIDING AN EFFECTIVE DATE**

WHEREAS, The Children's Bereavement Center of South Texas (the *Center*) is a validly formed and existing Texas nonprofit corporation, duly incorporated under the provisions of the Texas Non-Profit Corporation Act (currently codified as Chapter 22, Texas Business Organizations Code, as amended) and qualified to transact business in the State of Texas, where the Center provides support in an atmosphere of trust, love, empathy, compassion, and acceptance for children and their caretakers experiencing the death of a family member or friend (collectively, the *Services*); and

WHEREAS, the Center operates from its headquarters, located at 205 W. Olmos Drive, San Antonio, Texas 78205 (the *Current Facility*), where the Center houses administration and primarily delivers the Services, most recently in unprecedented levels of unduplicated clients, program visits, and therapeutic units, with each of the foregoing experiencing an upward trend in individual clients and families served, and evidencing the necessity to provide additional Services to the community; and

WHEREAS, the Center, after an assessment of the space constraints of the Current Facility, determined additional space was required in expanded facilities to continue to provide the Services (as well as administration of those Services) necessary to meet the needs of the community; and

WHEREAS, after consultations with the owner of a facility located at 215 W. Olmos Drive, San Antonio, Texas 78205 (the *Additional Facility*) immediately adjacent to the Current Facility, Center officials engaged various professionals to assess the feasibility of and the Board of Directors of the Center (the *Board*) undertook an extended due diligence process to determine if the purchase of the Additional Facility was in the best interest of the Center, the clients and families served by its programming, and the Center's financial supporters; and

WHEREAS, at a meeting held on October 23, 2018, the Board unanimously approved the purchase of the Additional Facility and authorized Center staff and consultants to proceed with the terms and provisions of a purchase contract (the *Purchase Contract*) to complete the acquisition of the Additional Facility; thereafter, Center staff explored various funding options related to the foregoing, resulting in the selection of a loan provided by The Gordon Hartman Family Foundation, a Texas nonprofit corporation (the *Lender*), as the proposal representing the most advantageous terms to the Center to complete the scheduled prerequisites of the Purchase Contract; and

WHEREAS, the Board hereby finds and determines that entering into a loan agreement, as heretofore described, including the approval of the ancillary documents relating thereto, represents actions that are in the best interest of the Center and its clients; NOW, THEREFORE,

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CHILDREN'S BEREAVEMENT CENTER OF SOUTH TEXAS THAT:

1. Marian Sokol, as executive director of the Center (the *Executive Director*), is authorized to purchase for Center purposes, and to execute on behalf of the Center all documents for the acquisition of the Additional Facility, as further described below, from 215 W. Olmos Company, a partnership, Marilyn A. Chrisman and Adoption Affiliates, Inc.:

Lots 33, 34, 35, Block 18, New City Block 8562, Kenwood Addition, in the City of San Antonio, Bexar County, Texas, according to the plat thereof recorded in Volume 105, Pages 48-49, Deed and Plat Records of Bexar County, Texas (the *Property*).

2. The Center shall enter into a loan agreement (the *Loan Agreement*) with, and borrow from the Lender for valid business purposes the sum of SIX HUNDRED EIGHTY-FIVE THOUSAND AND NO/100 DOLLARS (\$685,000.00) (the *Loan*) for the acquisition of the Property, with said Loan to be evidenced by a Promissory Note bearing interest at a rate of five percent (5%), and secured by such documents as may be reasonably required by the Lender.

3. The Loan Agreement, and all other documents evidencing and securing the Loan, in substantially the form presented to the Board and relating to the above referenced Loan are hereby approved for execution by the Executive Director or her designee. Furthermore, the Executive Director, or her designee, is authorized and directed to execute in her aforesaid capacity and on behalf of the Center any and all documents evidencing and securing the Loan, with such changes and amendments thereto as may be reasonably appropriate to effectuate the intents and purposes of this Resolution.

4. The Executive Director, or her designee, is authorized and directed in her aforesaid capacity and on behalf of the Center to execute all other documents, certificates, agreements, consents, receipts, waivers and notices of every kind whatsoever and to take any and all other action of any kind whatsoever as may be reasonably appropriate to effectuate the intents and purposes of this Resolution, and any and all acts heretofore taken by the aforesaid officer on behalf of the Center to effectuate same, be and the same hereby are, ratified and confirmed as the acts and deeds of the Center.

5. There is no provision of the Certificate of Incorporation or Bylaws of the Center limiting the power of the Board to pass this Resolution and that such Resolution is in conformity with the provision of said Certificate of Incorporation and Bylaws, and that the Certificate of Incorporation and Bylaws of the Center (and any modifications or amendments thereto) are true and correct and have not been modified or amended since provided to the Lender.

\* \* \*

PASSED AND ADOPTED on the 26th day of November, 2018.

THE CHILDREN'S BEREAVEMENT CENTER  
OF SOUTH TEXAS

---

Chair, Board of Directors

ATTEST

---

Secretary, Board of Directors