

MINUTES OF CE&CF BOARD MEETING

November 2, 2018

Present: Dever, Giesler, Gilsdorf, Haines, Hoeb, Lang, Meese, Simendinger, Sparrow, Strohbach and Wanninger. Excused: Fenstermacher.

Minutes of the August 10 meeting were approved.

President's Report – Bill Giesler

Active Chapter - Brian Kemper, Active Chapter President

After the end of a fun summer, our brothers were excited to get back on campus to start the Fall semester this August. We kicked off the year with one of our favorite philanthropy events, PIKE Spike, at Grand Sands. Every year this volleyball tournament is an absolute blast and all of the proceeds go to an amazing cause. We ended up donating nearly \$5,000 to the Chiari Foundation, a group we have worked with for many years. I am proud of our efforts to support such a noble cause!

Recruitment was the main focus in the beginning of the school year as always. We hosted our annual Summer Scholarship Dinner in early September and were thrilled to have Brother Barry Wanninger come speak to us about his experience as a PIKE. After that, with school only a few weeks in, the fall Rush Week approached us sooner than in previous years. Luckily, our strong recruitment efforts over the summer and early fall led to an amazing new member class. We welcomed and pinned Pi 35 last month and are looking forward to watching them grow as members. They are continuing their new member education and learning all about the great history of Alpha Xi and everything about what it means to be a PIKE! We are excited to welcome them into the bonds in late November.

Homecoming was another huge success this year! With the theme, 'Stand First and Last for Old UC,' our brothers had the chance to renew their love for our great University. The ladies of Pi Beta Phi paired with us to celebrate the week with a variety of events, ending with our Homecoming tailgate. Although an early start, this was one of the best tailgates I have attended since my time as an active member. We were all so happy to see so many of the alumni come back and celebrate with us as well!

The Nester Home is also currently looking better than it has in years. Our brothers have really stepped up this semester and have taken an interest in maintaining the home in an effective way. From hanging the composites up to spending time in the yard cleaning, the efforts of so many are definitely noticeable and have made a positive impact on the entire chapter. We are also looking to remodel the basement sometime over Winter Break so many of our brothers have been working very hard on that project, so we are excited to see the results of it.

Overall, chapter morale has been phenomenal this semester. There seems to be a renewed sense of passion for our great fraternity and I look forward to watching this amazing group grow over the year. The brothers are truly representing the values of our chapter and making Alpha Xi a great place to be for everyone. We are also excited to attend the Christmas Scholarship Luncheon which always prove to be a great end to the semester!

SHA - Mark Wood, SHA President

The remaining members of SHA met earlier this fall to chart the next phase of SHA. Some common themes were:

- 1) A need to re-establish a pipeline of new volunteers
- 2) Position the board to take on more responsibilities within Alpha Xi's alumni framework
- 3) Develop deeper connections with both active chapter, as well as the 3 other alumni entities

To begin this work, we are focusing our efforts on documentation of SHA's purpose, org structure, and past event planning work in a shared google drive. The intent is to allow for easier transitions down the road as we welcome new alumni involvement.

Following this collection of resources, SHA will begin recruitment efforts this winter. These are loosely defined, but will consist of social gatherings, informational sessions with chapter, and individual meetings. We thank you for your support during this time of renewal and look forward to having a fully staffed board in 2019.

Lastly, I met with Ryan Collett from the HQ's Foundation this week while he was in town. Nice guy, on a boomerang career path back through headquarters. Surprisingly, his meeting schedule didn't include anyone from CE&CF. I take it you all must have been busy... I told him Alpha Xi had added a line to the initiation ritual stating that any new member would direct any and all future donations to CE&CF.

UCPHC - Alex Glutz No report received. Bill Giesler reported meeting with Active Chapter regarding the basement remodeling to open up the kitchen area. They agreed on a dollar amount of support from UCPHC for work to be done over the winter break.

Bill also extended kudos to Bill Hoeb and Dick Fenstermacher for the great job they did organizing and pulling documents together for the CE&CF Board Manual which will be a helpful tool for educating future members.

Bill signed documents on 10/25/18 (attached) from Mike Dever transferring property on Digby Ave. behind the Pike house to CE&CF.

Treasurer's Report - Jim Sparrow

Filed the CE&CF 990 tax return with the IRS and filed the Ohio Charitable report with the Attorney General Office along with their 200 fee. All other financial activity goes through the Johnson account.

A Financial Statement for Years Ended June 30, 2018 and 2017 is attached.

Fund Raising Report – Bill Hoeb

Annual Fund Raising Program (AFRP)

As of October 19, 2018, OmegaFi has received 24 pledges for the 2017-2018 CE&CF Annual Scholarship Fund. The contributions total \$7,490 and \$6,240 has been collected.

Contributions to Funds

CE&CF received three contributions totaling \$2,100 since July 1, 2018. In addition, a \$500 scholarship check went uncashed and was redeposited in the General Fund. A CE&CF 2018-2019 Fiscal Year Contributions to Funds and Expenses Excel file will be emailed to all board members on November 1.

Expenses

For the first quarter of this fiscal year, monthly payments totaling \$564 were made to OmegaFi as well as postage of \$531.16 for the 2018-2019 CE&CF Annual Scholarship Fund mailing.

Other expenses were \$1,000 for the first UC Bearcat scholarship, \$434.65 for the "No Email Address" postcard, \$190 for site updates and the annual hosting fee for ucpikes.org. and \$2,000 was transferred to the CE&CF checking account for the annual Form 990 preparation and Ohio Attorney General Fees.

Bill reported that he received 30 new email addresses from the 417 "No Email Address" postcards mailed. That brings our total count to 674 addresses, a 7% gain.

Investment Committee Report - John Strohbach

The market has not been our friend this month. On October 24, 2018 the portfolio closed below one million dollars at \$999,831, This was better than it could have been if we had not increased the percentage of fixed income. The market is now making a recovery and as of today (11/2/18) the value of the portfolio is \$1,015,632.

Scholarship Committee Report - Barry Wanninger

The 2018 CE&CF "UC Bearcat" Scholarship was presented to Joe Kemper on September 10th at the Alpha Xi Scholarship Dinner with his mother and brother, Brian Kemper (current SMC) present. The 2019 CE&CF Scholarship letter, list of awards available and application will be emailed to the Alpha Xi active chapter the middle of November to kick off our next round of scholarships/awards that will be presented at our Founders' Day Banquet in March.

Old Business

1. Endowed Scholarship Minimum - Bill Giesler moved that the minimum dollar amount for an Endowed Scholarship be changed back to \$10,000 from the \$15,000. Meese 2nd. Approved

2. Certificate of Authority - Bill asked for a motion that the Certificate of Authority for the approval of expenditures by board officers be approved. Gilsdorf so moved, Hoeb 2nd. Approved. (see attached)

3. Legal Representation - Bill signed a letter of engagement with KMK attorneys to represent CE&CF with any legal action necessary (up to \$3,000) to return Alpha Xi alumni funds from National to CE&CF. (see attached)

New Business

CE&CF Manual - After reviewing the Board Manual, members offered the following suggestions: Add a date to page bottoms; List our official Post Office address; Simple majority required to change documents in the manual; and Review the manual annually (Feb. meetings).

2019 Meeting dates: Feb. 15, May17, Aug. 2, Nov. 1

Social Function dates: Dec. 7 - Christmas Luncheon
Mar. 2 - Founders' Day

Jerry Lang (CE&CF Sec'y)

Acquisition of Digby Ave. property:

MICHAEL L. DEVER

October 17, 2018

Mr. William Giesler, President
College Educational and Charitable Foundation Board of Trustees
c/o James Sparrow, Treasurer
1717 Dixie Highway, Suite 600
Ft. Wright, KY 41011

RE: Donation of 2716 Digby Avenue

Dear Bill,

Pursuant to our previous conversations, kindly accept this correspondence to confirm the intention of my company, Peak 8, LLC (the "Owner"), to make a charitable gift of the real property located at 2716 Digby Avenue, Cincinnati, Ohio 45220 (the "Property") to the College Educational and Charitable Foundation, or its assignee (the "Donee"), in connection with the terms and conditions set forth herein. Kindly review this information and contact me with any questions or other concerns you may have.

Key Terms and Conditions:

1. Donee to cooperate with Owner with respect to any information filings required by governmental agencies or other third parties, including without limitation the Donee Acknowledgement on IRS Tax Form 8283, which shall be provided at Closing. In connection therewith, Donee warrants and represents to Owner that it (and its assignee, if any) is a "qualified organization", as defined in Internal Revenue Code Section 170(c), and shall remain as such until the Closing.
2. Donee shall accept the Property in "As Is" condition with no warranties or representations from Owner as to the condition of the Property.
3. Owner shall be responsible for all closing costs in connection with conveyance of the Property by Owner to Donee.
4. Real estate taxes for the 2018 tax year shall be paid by the Owner.
5. Owner shall provide Donee with a standard limited warranty deed at the Closing.
6. Owner shall grant exclusive possession of the Property to Buyer at Closing, subject only to easements, covenants and restrictions of public record.

633 W. Third Street • Covington, Kentucky 41011
859-547-5350 • 859-547-5320 Fax

7. All parties agree to use best efforts to close this transaction on or before November 15, 2018, but in no event shall the closing take place after December 15, 2018.
8. All parties agree there are no brokers involved in this transaction, and thus, no brokerage commissions shall be payable to any party.
9. Donee shall have until 5:00p.m. (EDT) on October 27, 2018, to provide Owner with written acceptance of this offer. If such acceptance is not received by Owner by such time, this offer shall be null and void.

Thank you in advance for your cooperation and assistance in this matter. I look forward to hearing back from you at your earliest opportunity.

Sincerely,
Peak 8, LLC




Michael L. Dever
President

ACKNOWLEDGEMENT:

Donee hereby accepts the terms and conditions set forth above.

College Educational and Charitable Foundation

By: 

Print Name: William S. Giesler

Title: President, CECF

Noncash Charitable Contributions▶ Attach to your tax return if you claimed a total deduction
of over \$500 for all contributed property.▶ Information about Form 8283 and its separate instructions is at www.irs.gov/form8283.

OMB No. 1545-0908

Attachment
Sequence No. **155**

Name(s) shown on your income tax return

MICHAEL L. DEVER

Identifying number

Note. Figure the amount of your contribution deduction before completing this form. See your tax return instructions.**Section A. Donated Property of \$5,000 or Less and Publicly Traded Securities**—List in this section **only** items (or groups of similar items) for which you claimed a deduction of \$5,000 or less. Also list publicly traded securities even if the deduction is more than \$5,000 (see instructions).**Part I Information on Donated Property**—If you need more space, attach a statement.

1	(a) Name and address of the donee organization	(b) If donated property is a vehicle (see instructions), check the box. Also enter the vehicle identification number (unless Form 1098-C is attached).	(c) Description of donated property (For a vehicle, enter the year, make, model, and mileage. For securities, enter the company name and the number of shares.)
A		<input type="checkbox"/>	
B		<input type="checkbox"/>	
C		<input type="checkbox"/>	
D		<input type="checkbox"/>	
E		<input type="checkbox"/>	

Note. If the amount you claimed as a deduction for an item is \$500 or less, you do not have to complete columns (e), (f), and (g).

	(d) Date of the contribution	(e) Date acquired by donor (mo., yr.)	(f) How acquired by donor	(g) Donor's cost or adjusted basis	(h) Fair market value (see instructions)	(i) Method used to determine the fair market value
A						
B						
C						
D						
E						

Part II Partial Interests and Restricted Use Property—Complete lines 2a through 2e if you gave less than an entire interest in a property listed in Part I. Complete lines 3a through 3c if conditions were placed on a contribution listed in Part I; also attach the required statement (see instructions).**2a** Enter the letter from Part I that identifies the property for which you gave less than an entire interest ▶
If Part II applies to more than one property, attach a separate statement.**b** Total amount claimed as a deduction for the property listed in Part I: **(1)** For this tax year ▶
(2) For any prior tax years ▶**c** Name and address of each organization to which any such contribution was made in a prior year (complete only if different from the donee organization above):
Name of charitable organization (donee)

Address (number, street, and room or suite no.)

City or town, state, and ZIP code

d For tangible property, enter the place where the property is located or kept ▶**e** Name of any person, other than the donee organization, having actual possession of the property ▶

3a Is there a restriction, either temporary or permanent, on the donee's right to use or dispose of the donated property?	Yes	No
b Did you give to anyone (other than the donee organization or another organization participating with the donee organization in cooperative fundraising) the right to the income from the donated property or to the possession of the property, including the right to vote donated securities, to acquire the property by purchase or otherwise, or to designate the person having such income, possession, or right to acquire?		
c Is there a restriction limiting the donated property for a particular use?		

Name(s) shown on your income tax return

MICHAEL L. DEVER

Identifying number

Section B. Donated Property Over \$5,000 (Except Publicly Traded Securities)—Complete this section for one item (or one group of similar items) for which you claimed a deduction of more than \$5,000 per item or group (except contributions of publicly traded securities reported in Section A). Provide a separate form for each property donated unless it is part of a group of similar items. An appraisal is generally required for property listed in Section B. See instructions.

Part I Information on Donated Property—To be completed by the taxpayer and/or the appraiser.

4 Check the box that describes the type of property donated:

- a ☐ Art* (contribution of \$20,000 or more) d ☐ Art* (contribution of less than \$20,000) g ☐ Collectibles** j ☐ Other
 b ☐ Qualified Conservation Contribution e ☒ Other Real Estate h ☐ Intellectual Property
 c ☐ Equipment f ☐ Securities i ☐ Vehicles

*Art includes paintings, sculptures, watercolors, prints, drawings, ceramics, antiques, decorative arts, textiles, carpets, silver, rare manuscripts, historical memorabilia, and other similar objects.

**Collectibles include coins, stamps, books, gems, jewelry, sports memorabilia, dolls, etc., but not art as defined above.

Note. In certain cases, you must attach a qualified appraisal of the property. See instructions.

5	(a) Description of donated property (if you need more space, attach a separate statement)	(b) If tangible property was donated, give a brief summary of the overall physical condition of the property at the time of the gift	(c) Appraised fair market value
A	2716 DIGBY AVE., CINCINNATI, OH	SEE ATTACHED APPRAISAL - APPRAISAL CO. OF AMERICA	148,500
B			
C			
D			

(d) Date acquired by donor (mo., yr.)	(e) How acquired by donor	(f) Donor's cost or adjusted basis	(g) For bargain sales, enter amount received	See instructions	
				(h) Amount claimed as a deduction	(i) Date of contribution
A	08/2006	PURCHASE			
B					
C					
D					

Part II Taxpayer (Donor) Statement—List each item included in Part I above that the appraisal identifies as having a value of \$500 or less. See instructions.

I declare that the following item(s) included in Part I above has to the best of my knowledge and belief an appraised value of not more than \$500 (per item). Enter identifying letter from Part I and describe the specific item. See instructions. ▶

Signature of taxpayer (donor) ▶

Date ▶

Part III Declaration of Appraiser

I declare that I am not the donor, the donee, a party to the transaction in which the donor acquired the property, employed by, or related to any of the foregoing persons, or married to any person who is related to any of the foregoing persons. And, if regularly used by the donor, donee, or party to the transaction, I performed the majority of my appraisals during my tax year for other persons.

Also, I declare that I perform appraisals on a regular basis; and that because of my qualifications as described in the appraisal, I am qualified to make appraisals of the type of property being valued. I certify that the appraisal fees were not based on a percentage of the appraised property value. Furthermore, I understand that a false or fraudulent overstatement of the property value as described in the qualified appraisal or this Form 8283 may subject me to the penalty under section 6701(a) (aiding and abetting the understatement of tax liability). In addition, I understand that I may be subject to a penalty under section 6695A if I know, or reasonably should know, that my appraisal is to be used in connection with a return or claim for refund and a substantial or gross valuation misstatement results from my appraisal. I affirm that I have not been barred from presenting evidence or testimony by the Office of Professional Responsibility.

Sign

Here

Signature ▶

William J. Patterson

Title ▶

STATE CERTIFIED GENERAL

Date ▶

9/13/18

Business address (including room or suite no.)

5981 HARRISON AVENUE, SUITES 5-8

City or town, state, and ZIP code

CINCINNATI, OH 45248

Identifying number

311393182

Part IV Donee Acknowledgment—To be completed by the charitable organization.

This charitable organization acknowledges that it is a qualified organization under section 170(c) and that it received the donated property as described in Section B, Part I, above on the following date ▶

Furthermore, this organization affirms that in the event it sells, exchanges, or otherwise disposes of the property described in Section B, Part I (or any portion thereof) within 3 years after the date of receipt, it will file Form 8282, Donee Information Return, with the IRS and give the donor a copy of that form. This acknowledgment does not represent agreement with the claimed fair market value.

Does the organization intend to use the property for an unrelated use? ▶ ☐ Yes ☒ No

Name of charitable organization (donee)

COLLEGE EDUCATIONAL AND CHARITABLE FOUNDATION

Address (number, street, and room or suite no.)

P.O. BOX 3518

Authorized signature

MR. Sign

Employer identification number

31-0912280

City or town, state, and ZIP code

CINCINNATI, OH 45201-3518

Title

PRESIDENT

Date

10/25/2018

FINANCIAL STATEMENT for years ending June 30, 2018 and 2017

COLLEGE EDUCATIONAL AND CHARITABLE FOUNDATION
STATEMENT OF FINANCIAL POSITION
June 30, 2018 and 2017

	2018 Total	2017 Total
ASSETS		
Cash (includes cash in Johnson account)	\$ 43,609	\$ 29,892
Investments		
Johnson Investments (market value)	970,697	899,209
Note receivable - UCPHC	370,387	384,744
TOTAL ASSETS	\$ 1,384,693	\$ 1,313,845
LIABILITIES AND NET ASSETS		
Liabilities	\$ -	\$ -
Net assets - unrestricted	1,384,693	1,313,845
TOTAL LIABILITIES AND NET ASSETS	\$ 1,384,693	\$ 1,313,845

COLLEGE EDUCATIONAL AND CHARITABLE FOUNDATION
STATEMENT OF ACTIVITIES
Years Ended June 30, 2018 and 2017

	Unrestricted	
	2018 Total	2017 Total
PUBLIC SUPPORT AND REVENUES		
Interest and dividends	\$ 23,838	\$ 18,079
Interest on note - UCPHC	13,530	15,300
Contributions	108,317	85,700
Event income (net of expenses)	7,914	4,828
Unrealized and realized capital gains(losses)	37,991	79,972
Miscellaneous income	-	27
TOTAL PUBLIC SUPPORT AND REVENUES	191,590	203,906
EXPENSES		
Investment fees and foreign tax	\$ 6,513	\$ 5,753
Administrative	5,827	4,860
Publication and mailing costs	3,015	2,325
Scholarships	32,500	23,750
Grant to U.C. Pikes Housing Corporation	72,887	65,580
TOTAL EXPENSES	120,742	102,268
Change in net assets	70,848	101,638
NET ASSETS - BEGINNING	1,313,845	1,212,207
NET ASSETS - ENDING	\$ 1,384,693	\$ 1,313,845

COLLEGE EDUCATIONAL AND CHARITABLE FOUNDATION

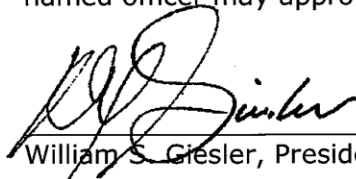
CERTIFICATE OF AUTHORITY

September 2018

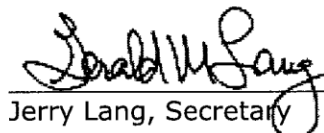
The undersigned President and Secretary of College Educational & Charitable Foundation (CE&CF) hereby certify that the Board of Trustees of CE&CF has authorized the following to act on its behalf for the purposes stated:

President:	William Giesler
Vice President:	John Strohbach
Treasurer:	James Sparrow
Committee Chair, Fundraising:	William Hoeb
Committee Chair, Scholarships:	Barry Wanninger

Any one of the named officers may approve, accept and execute expenditures up to \$10,000. Any two of the named officers may approve, accept and execute expenditures that exceed \$10,000. One of the named Committee Chairs and one named officer may approve, accept and execute expenditures up to \$25,000.

	<u>9/28/18</u>
William S. Giesler, President	Date

Attested:

	<u>9/28/18</u>
Jerry Lang, Secretary	Date

Note: This document should be reviewed and approved annually

KMK | Keating Muething & Klekamp PLL
ATTORNEYS AT LAW

MARK E. SIMS
DIRECT DIAL: (513) 579-6966
FACSIMILE: (513) 579-6457
E-MAIL: MSIMS@KMKLAW.COM

October 9, 2018

College Educational and Charitable Foundation
c/o William Giesler
400 Riverboat Row
#404
Newport, Kentucky 41071

Re: Engagement

Dear Bill:

This letter will confirm our engagement to represent College Educational and Charitable Foundation in matters related to Pi Kappa Alpha Foundation. If, in the future, you would like us to represent College Educational and Charitable Foundation in any other matter, that representation will be the subject of additional discussion and an additional letter similar to this one.

We will bill you on a monthly basis for our time, costs incurred on your behalf and any other special services. Payment is due upon receipt of our invoice. We reserve the right to impose a service charge of one percent (1%) per month for late payments. Statements outstanding for more than 30 days are considered delinquent.

Our hourly billing rates currently range from \$180.00 to \$425.00, and may be adjusted by us from time to time. Costs include, but are not limited to, filing fees, telephone charges, delivery and messenger services, reproduction charges, automated legal research and travel expenses. We have agreed that our fees will not exceed \$3,000 unless there is further agreement.

You have the right, at any time, to terminate our services. We reserve the same right to terminate this engagement, subject only to professional ethical constraints and, where appropriate, court approval. You will be responsible for fees for services rendered and costs incurred through the time of termination.

October 9, 2018
Page 2

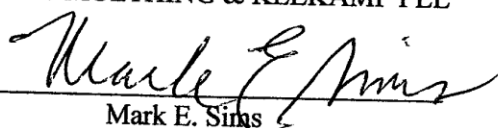
You are aware that we are a relatively large law firm, and that we represent many other companies and individuals. It is possible that some of our present or future clients may currently and/or may in the future have disputes with College Educational and Charitable Foundation or one of its affiliates at a time when we are representing College Educational and Charitable Foundation. Our firm reserves the right to continue to represent or to undertake to represent existing or new clients in any matter that is not substantially related to our work for College Educational and Charitable Foundation in this engagement, even if the interests of such clients in those matters are directly adverse to College Educational and Charitable Foundation or its affiliates, including litigation in which College Educational and Charitable Foundation is a party. You agree not to use our representation of you in this matter as a basis to disqualify our firm from representation in any such matters.

If you have any questions about our representation of you or the payment of costs and/or filing fees, as outlined above, please call me. If not, please sign this letter return it to me via email (pdf copy) or regular mail. Thank you for the opportunity to assist you in this matter.

Sincerely,

KEATING MUETHING & KLEKAMP PLL

By:

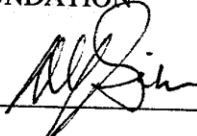

Mark E. Sims

MES:maf
Enclosure

Agreed to this 23 day of October, 2018.

COLLEGE EDUCATIONAL AND CHARITABLE
FOUNDATION

BY:

 President CE+CF