Institutional Self-Study

for

Double Bowler Properties Corp.

in Affiliation with

Wright State University

February 14, 2017

Administrative Lead

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1. Policy

1.A Purpose

State the purpose of the affiliated entity. How does the entity's purpose support the mission of the University?

According to the Articles of Incorporation of Double Bowler Properties Corp. ("Double Bowler"), Double Bowler is organized and operated for charitable, scientific, and educational purposes, shall operate exclusively for the benefit of Wright State University (the "University"), and have the following purposes:

(a) To promote the welfare of the people of the State of Ohio by constructing, acquiring, equipping, furnishing, owning, developing, operating and maintaining real and personal property to be used directly or indirectly for or in connection with the conduct of the University as an institution of higher education, including, but not limited to, housing, dining and food service facilities, instructional, administrative and office facilities, libraries, student activity and student service facilities, athletic and recreational facilities, faculty centers, auditoriums, assembly and exhibition halls, medical and health facilities, research and continuing education facilities and parking facilities (collectively, "Facilities") and other uses in support of the University and/or joint programs and activities of the University and other governmental organizations or tax-exempt 501(c)(3) organizations (collectively, "Exempt Organizations") along with related facilities that promote the educational, social, psychological and physical well-being of the students, faculty and staff of the University and Exempt Organizations located in proximity to the University's main campus in the City of Fairborn, Ohio (the "University Campus");

(b) To expand the educational opportunities available to individuals residing outside of the reasonable commuting area of the University Campus by providing to the students, faculty and staff of the University and exempt Organizations reasonable priced rental housing and other Facilities in proximity to the University Campus;

(c) To promote a sense of community among the students, faculty and staff of the University and Exempt Organizations by encouraging education, social and recreational interaction among such individuals by providing Facilities in proximity to the University;

(d) To lessen the burdens of government by assisting the State of Ohio and the University in providing Facilities for students, faculty and staff of the University; and

(e) To expand the educational opportunities available to individuals throughout the United States and the world by constructing, acquiring, equipping, furnishing, owning, developing, operating and maintaining Facilities for the benefit of the University at locations within and outside the United States.

Double Bowler's purpose supports the mission of the University by ensuring that the University has access to the facilities it needs to transform the lives of its students and the communities it serves. Double Bowler specifically operates for the benefit of the University, so by extension, it must support the University's mission as well.

1.B Objectives

State the objectives of the affiliated entity. What progress has been made in achieving those objectives? What objectives have not yet been achieved? What are the barriers to achieving objectives?

Double Bowler's objectives are to own land and commercial property for use by the University and to allow the University to better serve its students by providing operational flexibility.

Double Bowler has continuously achieved the above stated objectives, as it takes great care to ensure it only engages in transactions that satisfy its objectives. The objectives are part of the ongoing decision making process, and thereby will never fully be achieved as long as the University still requires the services and operational flexibility that Double Bowler offers.

The barriers to achieving the objectives are predominantly centered on if the University were to decide it no longer required Double Bowler's services. If the University were to decide that Double Bowler no longer provided the benefits that it currently does, then Double Bowler would no longer be able to achieve its objectives. To a much lesser extent, the achievement of Double Bowler's objectives are also impacted by the risks discussed in Section 2.C.

1.C Constituencies

State the constituencies of the affiliated entity. Identify those internal to the University. When and how have internal and external constituencies been consulted over the previous three years?

Double Bowler's constituency is the University itself. Double Bowler provides a service to the University, who then utilizes the service for its own constituency. Double Bowler consults with the University through its very leadership structure, which is discussed in Sections 3.A and 3.B.

1.D Scope of Activities

State the scope of activities of the affiliated entity.

Double Bowler engages in a variety of commercial real estate transactions with the University including the purchase, financing, leasing, and sale of land and buildings.

1.E Policies and Procedures

Has the entity adopted a conflict of interest policy and other University policies, as appropriate? Provide copies of such policies.

Double Bowler has adopted a conflict of interest policy, and it has been provided.

2. Financial

2.A Business Model

Describe the affiliated entity's plans for financial self-sufficiency. What is the current progress towards realizing that plan?

Double Bowler will never attain self-sufficiency, as that is inconsistent with the services that Double Bowler provides for the University. Specifically, Double Bowler's real estate transactions with the University require Double Bowler to take on debt in various forms, which is then repaid through lease agreements with the University.

2.B Budget and Cash Flow

Present the affiliated entity's current balance sheet and budget for the current fiscal year. Complete Tables 2.B.i for each of the three previously completed fiscal years.

Double Bowler has only existed as an entity for 2 previous fiscal years, as it did not begin operations until October 2014. Therefore, Double Bowler can only provide financial summaries for the two previously completed fiscal years. Double Bowler's current balance sheet and budget for the current fiscal year are provided following the financial summary information.

Year: June 30, 2016	**Amount:**
Cash and cash equivalents transferred from university to affiliated entity	*$1,593,614 – Lease and operating expense payments, plus $300,000 for land option at MVRP*
Cash and cash equivalents transferred from affiliated entity to university	*$0*
Expenses incurred by the university on the affiliated entity's behalf	*$0*
Expenses incurred by the affiliated entity on the university's behalf	*100% of DB expenditures are on behalf of WSU – 2016 #'s:* *Operating expenses $1,293,016* *Interest expense $ 210,961* *Debt Principal $ 632,871*

Debt incurred by the affiliated entity on the university's behalf	*$195,000*
Debt incurred by the university on the affiliated entity's behalf	*$0*
In-kind contributions to the affiliated entity from the university	*$*
In-kind contributions to the university from the affiliated entity	*$0*
Debt owed by the affiliated entity to the university	*$0*
Debt owed by the university to the affiliated entity	*$0*
Debt owed by the affiliated entity to the university that was forgiven	*$0*
Debt owed by the university to the affiliated entity that was forgiven	*$0*

Year: June 30, 2015	**Amount:**
Cash and cash equivalents transferred from university to affiliated entity	*$1,594,000 – Operating payments under lease and $750,000 for Lake Campus*
Cash and cash equivalents transferred from affiliated entity to university	*$0*
Expenses incurred by the university on the affiliated entity's behalf	*$0*
Expenses incurred by the affiliated entity on the university's behalf	*100% of DB expenditures are on behalf of WSU – 2015 #'s:* *Operating expenses $ 730,369* *Interest expense $ 113,248* *Debt Principal $ 314,873*
Debt incurred by the affiliated entity on the university's behalf	*$12,486,868*
Debt incurred by the university on the affiliated entity's behalf	*$0*
In-kind contributions to the affiliated entity from the university	*$750,000 – Calamityville property*
In-kind contributions to the university from the affiliated entity	*$0*
Debt owed by the affiliated entity to the university	*$0*
Debt owed by the university to the affiliated entity	*$0*
Debt owed by the affiliated entity to the university that was forgiven	*$0*
Debt owed by the university to the affiliated entity that was forgiven	*$0*

DOUBLE BOWLER PROPERTIES
CONSOLIDATED BALANCE SHEET
Dec-16

Acct #	Acct Description	Jul-16	Aug-16	Sep-16	Oct-16	Nov-16	Dec-16	Jan-17	Feb-17	Mar-17	Apr-17	May-17	Jun-17
Assets													
1000	Bank - Fifth Third Bank	$ 108,949	$ 265,923	$ 150,287	$ 47,286	$ 419,959	$ 352,212						
1001	Bank - WPCU	$ 4,781	$ 725	$ 6,414	$ 2,148	$ 7,764	$ 13,727						
1002	Bank - Trust Account	$ -	$ -	$ -	$ -	$ -	$ -						
	Total Cash	$ 113,731	$ 266,648	$ 156,702	$ 49,434	$ 427,723	$ 365,939	$ -	$ -	$ -	$ -	$ -	$ -
1100	Accounts Receivable - Trade	$ 32,560	$ 32,560	$ 32,560	$ 32,560	$ 32,560	$ 32,560						
1200	Accounts Receivable - Related Party	$ (0)	$ (0)	$ (0)	$ (0)	$ (0)	$ (0)						
1201	Accounts Receivable - Other	$ -	$ -	$ -	$ -	$ -	$ -						
1230	Deferred Expense	$ 340,845	$ 333,343	$ 350,841	$ 380,814	$ 395,475	$ 360,881						
	Total Other Assets	$ 373,404	$ 365,902	$ 383,401	$ 413,374	$ 428,035	$ 393,441	$ -	$ -	$ -	$ -	$ -	$ -
1500	Building - Cost	$ 12,455,775	$ 12,455,775	$ 12,455,775	$ 12,455,775	$ 12,455,775	$ 12,455,775						
1501	Building - Accumulated Depreciation	$ (514,506)	$ (540,116)	$ (565,726)	$ (591,336)	$ (616,946)	$ (642,556)						
1503	Building Improvements	$ 195,900	$ 195,900	$ 195,900	$ 195,900	$ 195,900	$ 195,900						
1504	Building Improvements-Accumulated Depr	$ (9,795)	$ (10,883)	$ (11,972)	$ (13,060)	$ (14,148)	$ (15,237)						
1502	Land	$ 1,515,235	$ 1,515,235	$ 1,515,235	$ 1,515,235	$ 1,515,235	$ 1,515,235						
		$ 13,642,609	$ 13,615,910	$ 13,589,212	$ 13,562,514	$ 13,535,815	$ 13,509,117	$ -	$ -	$ -	$ -	$ -	$ -
Total Assets		$ 14,129,744	$ 14,248,460	$ 14,129,314	$ 14,025,322	$ 14,391,573	$ 14,268,497	$ -	$ -	$ -	$ -	$ -	$ -
Liabilities & Equity													
2000	Accounts Payable	$ 35,735	$ 18,620	$ 39,617	$ 59,622	$ 14,335	$ 26,206						
2110	Accrued Expenses	$ 18,690	$ 18,711	$ 12,478	$ 11,834	$ 5,119	$ 10,162						
2130	Accrued Real Estate Taxes	$ 124,467	$ 150,417	$ 176,367	$ 202,317	$ 228,267	$ 254,217						
2150	Deferred Revenue - Amortized	$ 397,649	$ 318,120	$ 238,590	$ 159,061	$ 551,055	$ 471,526						
2155	Deferred Revenue - Shortfall	$ -	$ 227,273	$ 204,545	$ 181,818	$ 159,091	$ 136,364						
2160	Accrued Tenant Improvements	$ 14,030	$ 14,030	$ 14,030	$ 14,030	$ 14,030	$ 14,030						
2170	Security Deposit	$ 11,100	$ 11,100	$ 11,100	$ 11,100	$ 13,235	$ 13,235						
2180	WSU Deposit	$ -	$ -	$ -	$ -	$ -	$ -						
	Total Current Liabilities	$ 601,670	$ 758,270	$ 696,727	$ 639,782	$ 985,131	$ 925,738	$ -	$ -	$ -	$ -	$ -	$ -
2500	Notes Payable	$ 11,682,357	$ 11,629,692	$ 11,577,028	$ 11,524,363	$ 11,521,698	$ 11,469,034						
	Total Liabilities	$ 12,284,027	$ 12,387,963	$ 12,273,755	$ 12,164,145	$ 12,506,830	$ 12,394,772	$ -	$ -	$ -	$ -	$ -	$ -
3000	Retained Earnings	$ 1,881,713	$ 1,881,713	$ 1,881,713	$ 1,881,713	$ 1,881,713	$ 1,881,713						
	Net Income (Loss)	$ (35,997)	$ (21,215)	$ (26,154)	$ (20,536)	$ 3,031	$ (7,988)						
	Total Equity	$ 1,845,716	$ 1,860,498	$ 1,855,559	$ 1,861,177	$ 1,884,744	$ 1,873,725	$ -	$ -	$ -	$ -	$ -	$ -
Total Liabilties & Equity		$ 14,129,744	$ 14,248,460	$ 14,129,314	$ 14,025,322	$ 14,391,573	$ 14,268,497	$ -	$ -	$ -	$ -	$ -	$ -
		-	-	-	-	-	-	-	-	-	-	-	-

WSU Cash Needed Through 7/1/2017

	Double Bowler Prop Corp	Van Cleve Prop Mgt	3040 Presidential	2455 Executive Park	3100 Presidential	2555 University	Total
Income							
3rd Party Rental Income	$ -	$ -	$ -	$ -	$ -	$ -	$ -
WSU Rental Income	$ -	$ -	$ 63,523	$ 409,373	$ 102,619	$ 303,186	$ 878,701
Total Income	$ -	$ -	$ 63,523	$ 409,373	$ 102,619	$ 303,186	$ 878,701
Operating Expenses							
Property Tax	$ -	$ -	$ 59,400	$ 140,004	$ 36,000	$ 75,996	$ 311,400
Insurance	$ -	$ -	$ 2,808	$ 7,008	$ 3,408	$ 6,804	$ 20,028
Utilities	$ -	$ -	$ 51,874	$ 92,301	$ 64,296	$ 80,544	$ 289,015
Maintenance	$ -	$ -	$ 45,073	$ 43,444	$ 46,033	$ 49,201	$ 183,750
Landscaping/Snow	$ -	$ -	$ 9,240	$ 15,920	$ 8,916	$ 15,749	$ 49,825
Janitorial	$ -	$ -	$ 18,180	$ 16,560	$ 24,300	$ 6,780	$ 65,820
Property Management	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Tenant Improvement	$ -	$ -	$ 5,000	$ -	$ 100,000	$ 33,000	$ 138,000
Admin	$ 40,200	$ 7,620	$ 5,300	$ 8,700	$ 4,480	$ 4,540	$ 70,840
Legal Expenses	$ 90,000	$ -	$ -	$ -	$ -	$ -	$ 90,000
Consulting Expense	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Professional Services	$ 24,000	$ 40,000	$ -	$ -	$ -	$ -	$ 64,000
Accounting Expense	$ 36,000	$ -	$ -	$ -	$ -	$ -	$ 36,000
Total Operating Expenses	$ 190,200	$ 47,620	$ 196,874	$ 323,937	$ 287,433	$ 272,614	$ 1,318,678
Interest Expense	$ -	$ -	$ 14,400	$ 93,600	$ 31,658	$ 72,000	$ 211,658
Net Income	$ (190,200)	$ (47,620)	$ (147,751)	$ (8,164)	$ (216,472)	$ (41,428)	$ (651,635)
Debt Principal (Draw Est)			$ -	$ -	$ -	$ -	$ -
Debt Principal (Acq.)			$ (45,000)	$ (290,000)	$ (82,764)	$ (214,200)	$ (631,964)
Capital Requirement	$ (190,200)	$ (47,620)	$ (192,751)	$ (298,164)	$ (299,236)	$ (255,628)	$ (1,283,599)

Amount needed from WSU:

7/1/15 - 6/30/15 Capital Reqirement	$ (1,283,599)	operating expenses, plus debt service, less prefunded WSU lease payments
Lease Obligations		
DB1 - 6/1/16	$ (206,002.73)	
DB2 - 6/1/16	$ (31,965.94)	
FVI - 6/1/16	$ (152,568.41)	
FVII - 6/1/16	$ (51,639.65)	
DB1 - 12/1/16	$ (203,370)	
DB2 - 12/1/16	$ (31,557)	
FVI - 12/1/16	$ (150,617)	
FVII - 12/1/16	$ (50,979)	
	$ (878,701)	
Net Funding Due	$ (2,162,300)	

6/1/17 Not Included:

DB1 - 6/1/17	$ (202,668)
DB2 - 6/1/17	$ (31,448)
FVI - 6/1/17	$ (150,105)
FVII - 6/1/17	$ (50,806)
	$ (435,027)

Info:

WSU Budgeted Expenditure for FY 2017	$ 2,160,000
Budgeted 3rd Party Rent Reduction	$ -
Net Funding Need for FYE 2017	$ 2,160,000
Potential reduction if LOC used for capital	$ -
Revised Net Funding needed for FYE 2017	$ 2,160,000

Budget also does not contemplate additional expenses and debt service associated with the property purchase being contemplated

Budget is worst case scenario and doesn't reflection redution of need due to 3rd party rent collected and expenses financed with debt

Budget can be reduced by $125K if 3040 property is put into hibernation

2.C Risks

Identify any current financial risks to the University posed by the affiliated entity and outline plans for mitigation.

Double Bowler faces the risks involved with owning land and commercial buildings. The University is insulated somewhat from these risks due to the use of Double Bowler as an independent entity to own the property and take on the debt. In essence, Double Bowler as an entity is the University's mitigation of the financial risks involved with owning land and commercial buildings.

2.D Facilities and Services

What University facilities and services are used by the affiliated entity? How is the University reimbursed?

Double Bowler does not use any University facilities or services.

2.E Investment

What investments has the University made in the affiliated entity? What return and/or recovery has the University realized?

The University does not provide direct financial investment in Double Bowler. Rather, the University enters into commercial real estate transactions with Double Bowler, which may require the University to pay for the property or services received under a contract. The University's financial commitment for these contractual payments is evidenced by the minutes of the University Board of Trustees approving the payment of lease expenses to Double Bowler and Double Bowler's budget.

3. Governance

3.A Board of Directors

List the current board of directors for the affiliated entity. What are their affiliations and qualifications to serve? Who represents the University as a University Directory on the board of directors? How frequently does the board of directors meet, and what authority do they have?

The current Board composition is Michael Bridges, Vishal Soin, Robert Sweeney, Jeff Ulliman, and Larry Klaben. Michael Bridges is the Chair of the University Board of Trustees and the President and CEO of Peerless Technologies Corp. Robert Sweeney is the Secretary to the University Board of Trustees and the Vice President for Planning at the University. Jeff Ulliman is the Vice President for Business and Finance and Chief

Financial Officer at the University. Vishal Soin is the CEO of Corbus LLC, the CEO of CTC Plastic, Inc., the Partner and Manager of Soin Capital LLC, the President of Soin LLC, the Chair of the Dayton Children's Hospital Board of Trustees, and a former member of the University Board of Trustees. Larry Klaben is the immediate past chair of the University Board of Trustees and the CEO and President of Morris Furniture Company, Inc.

Double Bowler's Code of Regulations provides for the Board of Directors (the "Board") to have 5 or 6 members. The members shall include the Chair of the University Board of Trustees (the "University Board"), the immediate past Chair of the University Board, a current or former member of the University Board as appointed by the Chair of the University Board, and three members appointed by the President of the University.

The Code of Regulations goes on to then specifically provide that all directors who are trustees, directors, or employees of the University serve on the Board in their official University capacities to represent the interests of the University.

The Board meets annually and at regular or special meetings as determined necessary by the CEO or the Board. The Code of Regulations provides that the Board has general supervision and charge of the property, affairs, and finances of the Corporation. The Board shall also elect the officers of Double Bowler.

3.B Leadership

List the executive leaders for the affiliated entity and their positions. Provide an organizational chart. What University official has primary oversight?

Greg Sample is the President and CEO of Double Bowler Properties Corp. Mr. Sample is also the Chief Real Estate and Facilities Officer for the University. University oversight is provided through the board of directors requirements described in Section 3.A.

3.C Performance

Describe the affiliated entity's schedule and process for review and assessment of its own performance. Outline or attach the outcomes of the most recent performance review and assessment.

Double Bowler has just undergone a financial audit, which is attached in Attachment D. However, Double Bowler does not have a formal schedule or process for review and assessment of its own performance.

4. Legal

4.A Legal Structure

How is the affiliated legally organized? What is its legal relationship to the university? Describe the level of university involvement with and/or control of the entity.

Double Bowler is a non-profit corporation incorporated under the laws of the State of Ohio. Legally, Double Bowler is a separate entity from the University, but Double Bowler is bound by its Articles of Incorporation to operate for the benefit of the University. Furthermore, the legal relationship between Double Bowler and the University is set forth in the various contracts and leases between Double Bowler and the University.

The University's involvement is described in the Articles of Incorporation and the Code of Regulations as it relates to the leadership of the corporation. For instance, see the discussion of the Board in 3.A and leadership in 3.B, as well as Attachments A and E.

4.B University Employees

What role do University employees play in the affiliated entity? What work do University employees do on behalf of the affiliated entity? How is the University compensated for those efforts? How are their University responsibilities balanced with their responsibilities to the affiliated entity? Complete Table 4.B.i.

Table 4.B.i University employees involved with the affiliated entity

Name:	**University position:**	**Role with the affiliated entity:**
Greg Sample	*Chief Real Estate and Facilities Officer*	*President and CEO*
Robert Sweeney	*Vice President for Planning and Secretary to the Board of Trustees*	*Member of the Board*
Jeff Ulliman	*Vice President for Business and Finance and Chief Financial Officer*	*Member of the Board*

The University is not compensated by Double Bowler for Mr. Sample's, Mr. Sweeney's, or Mr. Ulliman's services. Mr. Sample's University responsibilities are aligned with his responsibilities with the affiliated entity, which provides a natural balance of duties. Mr. Sweeney and Mr. Ulliman are only members of the Board of Double Bowler, which entails fewer than 6 meetings per year.

4.C Conflict of Interest

What potential conflicts of interest exist between the University and affiliated entity? How are they mitigated?

Since Double Bowler is engaged in leases and other contracts with the University, they are technically always on different sides of a transaction with each other. However, Double Bowler's Articles of Incorporation and its purpose as described in Section 1.A effectively mitigate and minimize the conflicts of interest that may arise from such a transaction. Furthermore, Double Bowler's leadership structure and the structure of the Board as described in Sections 3.A and 3.B mitigate conflicts of interest.

4.D Liability

What legal risks of liability to the University are posed by the activities of the affiliate? What insurance and mitigation is in place?

Double Bowler is a separate legal entity from the University, and it should bear its liabilities separate from the University. While Double Bowler faces the risks associated with commercial real estate transactions, it does so as a valid entity under the laws of the state of Ohio including the limited liability principles provided for corporations. Furthermore, individual risk factors that exist for specific transactions between Double Bowler and the University are addressed in the various contracts and agreements themselves.

4.E Intellectual Property

How is intellectual property managed between the University and affiliated entity?

Double Bowler does not use or claim rights to any intellectual property of the University.

4.F Affiliations and Contractual Arrangements

To what other affiliation agreements is the affiliated entity subject? What impact do these other affiliation agreements have on the University? What other entities fall under the control, management, or ownership of the affiliated entity? How might these other relationships impact the University?

Double Bowler is not subject to other affiliation agreements. Double Bowler utilizes wholly owned subsidiaries to better serve the University and more efficiently engage in commercial real estate transactions. Those wholly owned subsidiaries include:

Fairborn Value Investments I LLC
Fairborn Value Investments II LLC
Grimes Street LLC
7660 SR 703 LLC
506 East Xenia Drive LLC
VanCleve Property Services LLC

These relationships benefit the University by supporting Double Bowler’s ability to engage in commercial real estate transactions with the University.

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ATTACHMENTS

Attachment A – Articles of Incorporation for Affiliated Entity

Attachment B – Letters of Appointment for University Directors who are University employees

Attachment C – Memorandum of Agreement between Affiliated Entity and University

Attachment D – Annual reports to University for the previous three *completed* fiscal years

Attachment E – Code of Regulations

ATTACHMENT A
Double Bowler Articles of Incorporation

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
05/12/2014	201413201109	DOMESTIC ARTICLES/NON-PROFIT (ARN)	125.00	0.00	0.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

SPENGLER NATHANSON PLL
JACQUIE GOSS
FOUR SEAGATE, SUITE 400
TOLEDO, OH 43604

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Jon Husted

2294540

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

DOUBLE BOWLER PROPERTIES CORP.

and, that said business records show the filing and recording of:

Document(s)	Document No(s):
DOMESTIC ARTICLES/NON-PROFIT	**201413201109**

Effective Date: 05/12/2014

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 12th day of May, A.D. 2014.

Jon Husted

Ohio Secretary of State

Form 532B Prescribed by:
JON HUSTED
Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: (877) SOS-FILE (767-3453)
www.OhioSecretaryofState.gov
Busserv@OhioSecretaryofState.gov

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 670
Columbus, OH 43216

Expedite Filing **(Two-business day processing time requires an additional $100.00).**
P.O. Box 1390
Columbus, OH 43216

Initial Articles of Incorporation

(Nonprofit, Domestic Corporation)

Filing Fee: $125

(114-ARN)

First: Name of Corporation: Double Bowler Properties Corp.

Second: Location of Principal office in Ohio

City: Fairborn
State: Ohio
County: Greene

Effective Date **(Optional)** mm/dd/yyyy

(The legal existence of the corporation begins upon the filing of the articles or on a later date specified that is not more than ninety days after filing)

Third: Purpose for which corporation is formed

See purpose and additional provisions attached

****Note for Nonprofit Corporations**: The Secretary of State does not grant tax exempt status. Filing with our office is not sufficient to obtain state or federal tax exemptions. Contact the Ohio Department of Taxation and the Internal Revenue Service to ensure that the nonprofit corporation secures the proper state and federal tax exemptions. These agencies may require that a purpose clause be provided.

****Note:** ORC Chapter 1702 allows for additional provisions to be included in the Articles of Incorporation that are filed with this office. If including any of these additional provisions, please do so by including them in an attachment to this form.

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of Double Bowler Properties Corp. hereby appoint the following to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is

Richard E. Wolff
Name

Four SeaGate, Suite 400
Mailing Address

Toledo	Ohio	43604
City	State	Zip Code

Must be signed by the Incorporators or a majority of the incorporators

Rich E. Wolff
Signature

Signature

Signature

ACCEPTANCE OF APPOINTMENT

The Undersigned, Richard E. Wolff, named herein as the
Statutory Agent Name

Statutory agent for Double Bowler Properties Corp.
Corporation Name

hereby acknowledges and accepts the appointment of statutory agent for said corporation.

Statutory Agent Signature Rich E. Wolff
Individual Agent's Signature / Signature on behalf of Corporate Agent

☐ **If the agent is an individual and using a P.O. Box, check this box to confirm the agent is an Ohio resident.**

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required
Articles and original appointment of agent must be signed by the incorporator(s).

If the incorporator is an individual, then they must sign in the "signature" box and print his/her name in the "Print Name" box.

If the incorporator is a business entity, not an individual, then please print the entitiy name in the "signature" box, an authorized representative of the entity must sign in the "By" box and print his/her name and title/authority in the "Print Name" box.

Rick E. Wolff

Signature

By

Richard E. Wolff

Print Name

Signature

By

Print Name

Signature

By

Print Name

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Additional Provisions - **DOUBLE BOWLER PROPERTIES CORP.**

ARTICLE THREE

PURPOSES

The Corporation is organized and shall at all times be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall operate pursuant to Section 509(a)(3) of the Code exclusively for the benefit of Wright State University, an instrumentality of the State of Ohio and a state assisted institution of higher education (the "University"). Without limiting the foregoing, the Corporation shall have the following purposes:

(a) To promote the welfare of the people of the State of Ohio by constructing, acquiring, equipping, furnishing, owning, developing, operating and maintaining real and personal property to be used directly or indirectly for or in connection with the conduct of the University as an institution of higher education, including, but not limited to housing, dining and food service facilities, instructional, administrative and office facilities, libraries, student activity and student service facilities, athletic and recreational facilities, faculty centers, auditoriums, assembly and exhibition halls, medical and health facilities, research and continuing education facilities and parking facilities (collectively, "Facilities") and other uses in support of the University and/or joint programs and activities of the University and other governmental organizations or tax-exempt 501(c)(3) organizations (collectively, "Exempt Organizations") along with related facilities that promote the educational, social, psychological and physical well-being of the students, faculty and staff of the University and Exempt Organizations located in proximity to the University's main campus in the City of Fairborn, Ohio (the "University Campus");

(b) To expand the educational opportunities available to individuals residing outside of the reasonable commuting area of the University Campus by providing to the students, faculty and staff of the University and exempt Organizations reasonably priced rental housing and other Facilities in proximity to the University Campus;

(c) To promote a sense of community among the students, faculty and staff of the University and Exempt Organizations by encouraging education, social and recreational interaction among such individuals by providing Facilities in proximity to the University;

(d) To lessen the burdens of government by assisting the State of Ohio and the University in providing Facilities for students, faculty and staff of the University; and

(e). To expand the educational opportunities available to individuals throughout the United States and the world by constructing, acquiring, equipping, furnishing, owning, developing, operating and maintaining Facilities for the benefit of the University at locations within and outside of the United States.

(f) Solely for the above purposes, the Corporation is empowered to take and hold by bequest, devise, gift, contribution, purchase, lease, or any other form, either absolutely or in trust, any property, real or personal, tangible or intangible, without limitation as to amount or value; to sell, convey, lease, use, manage, operate, assign and dispose of any such property and to invest and reinvest the income and principal thereof; to borrow and otherwise raise funds for the foregoing purposes; to deal with and expend the income and principal of the Corporation; to make gifts, contributions or loans to other entities or persons; to vote the shares or interests in any stock or other equity investment held by the Corporation; to maintain, protect and enforce all rights, title and interests incidental to holding title to property held by the Corporation; to do all things necessary or appropriate to accomplish the foregoing; and to exercise all other rights and powers conferred by the laws of the State of Ohio upon nonprofit corporations.

ARTICLE FOUR

CERTAIN RESTRICTIONS ON ACTIVITIES

The Corporation shall possess all power and authority permitted by law, except;

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Directors, Officers or any other private persons, except that the Corporation shall be authorized to pay reasonable amounts for goods and services provided and rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(c) If the Corporation is classified as a "private foundation" within the meaning of, Section 509 of the Code:

> (1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to

become subject to the tax on undistributed income imposed by Section 4942 of the Code;

(2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code;

(4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

(5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

(d) Notwithstanding any other provisions of these Articles of Incorporation, as the same may be amended and/or restated (the "Articles"), the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(a) of the Code by reason of being described in Section 501(c)(3) of the Code, or (ii) by a corporation described in Section 170(c)(2) of the Code, contributions to which are deductible under Sections 170(a), 2055(a)(2) and/or 2522(a)(2) of the Code.

ARTICLE FIVE

MEMBERS

This Corporation is a nonprofit, public benefit corporation under Ohio law and shall not have capital stock. The Members of this Corporation shall be determined pursuant to the provisions of the Code of Regulations of the Corporation and any applicable provisions of Ohio law, as amended from time to time.

ARTICLE SIX

DIRECTORS

The Directors of the Corporation shall be determined pursuant to the provisions of the Code of Regulations of the Corporation and any applicable provisions of Ohio law, as amended from time to time.

ARTICLE SEVEN

DISSOLUTION

The Corporation may be dissolved by the affirmative vote of at least two-thirds (2/3) of the Members of the Corporation at a meeting held for the purpose of adopting a resolution of dissolution. Upon the dissolution of the Corporation, all of the Corporation's property of every nature and description shall, after making provision for discharge of all the liabilities and obligations of the Corporation and after compliance with any other mandatory provisions of Ohio Revised Code Section 1702.49, be paid over and transferred, exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code to (i) the University (or its successor), provided that the University is at such time an instrumentality of the State of Ohio and is described in Section 170(c)(1) of the Code, or (ii) one or more nonprofit charitable organizations, provided that each transferee is then exempt from federal income tax under Section 501(a) of the Code by reason of being described in Section 501(c)(3) of the Code, or (iii) the United States federal government or a state or local government for a public purpose, as determined by the Members of the Corporation. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located to such organization or organizations that, in the opinion of the Court, are organized and operated for purposes similar to the Corporation's purposes.

ARTICLE EIGHT

REFERENCES TO APPLICABLE LAW

All references to "Sections" of any state or federal law contained herein are references to such Sections as in effect at the time of the filing of these Articles or as subsequently amended, as appropriate, and to provisions of any similar law subsequently enacted.

ARTICLE NINE

AMENDMENTS

These Articles may be amended or superseded, in whole or in part, by the affirmative vote of at least two-thirds (2/3) of all of the Members of the Corporation, at any meeting called for that purpose; provided, however, that any such amendments may not violate Ohio Revised Code Section 1702.38.

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ATTACHMENT B
Letters of Appointment for University Directors Who Are University Employees

ATTACHMENT C
Memorandum of Agreement between
Double Bowler and University

Double Bowler has not entered into a Memorandum of Agreement with University, but it is open to discussions with the University related to the matter.

ATTACHMENT D
Annual Reports to the University for the Previous Three Completed Fiscal Years

Double Bowler did not begin operations until October 2014, so it has only existed for two completed fiscal years. Double Bowler has not provided a formal annual report to the University. Double Bowler is audited annually by an independent CPA. The first year Double Bowler was audited was for fiscal year ended June 30, 2016, and the audit is provided in this Attachment D. For the year ended June 30, 2015, Double Bowler did prepare a year-end review document for review with University Finance personnel, and this document is also provided in this Attachment D.

Double Bowler Properties Corp. and Subsidiaries

Consolidated Financial Statements

June 30, 2016

(with Independent Auditor's Report)

TABLE OF CONTENTS

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Richard B. Graf, CPA
Robert C. Link, CPA

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of
Double Bowler Properties Corp. and Subsidiaries
Dayton, Ohio

We have audited the accompanying consolidated financial statements of Double Bowler Properties Corp. (a nonprofit organization) and Subsidiaries, which comprise the consolidated statement of financial position as of June 30, 2016, and the related consolidated statement of activities, and cash flows for the year then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Consolidated Financial Statements
Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility
Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluation of the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

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INDEPENDENT AUDITOR'S REPORT (CONTINUED)

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects the financial position of Double Bowler Properties Corp. and Subsidiaries as of June 30, 2016, and the changes in net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Hammerman, Graf, Hughes & Co.

Dayton, Ohio
October 14, 2016

		2016
Assets		
Current assets:		
Cash	$	359,282
Accounts receivable		32,560
Deferred expenses		65,326
Other asset		300,000
		757,168
Property and equipment, net		13,669,307
	$	14,426,475
Liabilities and Net Assets		
Current liabilies:		
Accounts payable	$	191,031
Accrued expenses		141,530
Deferred revenue		476,889
Debt		11,735,022
		12,544,472
Net assets		1,882,003
	$	14,426,475

Double Bowler Properties Corp. and Subsidiaries
Consolidated Statement of Activities
Year Ended June 30, 2016

		2016
Revenue:		
Base rents	$	1,791,524
Contributions		300,000
		2,091,524
Operating expenses:		
General and adminstrative		1,293,016
Depreciation		316,026
		1,609,042
Income from operations		482,482
Other expenses:		
Interest expense		210,961
Other expenses		72
		211,033
Change in net assets	$	271,449
Net assets, beginning of year		1,610,554
Net assets, end of year	$	1,882,003

See independent auditor's report.
See accompanying notes to the consolidated financial statements.

		2016
Cash flows from operating activities		
Change in net assets	$	271,449
Reconciliation of net income with cash flows from operations:		
Depreciation		316,026
Increase (decrease) in cash due to changes in:		
Accounts receivable		117,319
Deferred expenses		(219,503)
Accounts payable		73,845
Accrued expenses		(73,218)
Deferred revenue		(7,438)
Cash provided by operations		478,480
Cash flows from investing activities		
Principal payments of long term debt		(827,871)
Cash used in financing activities		(827,871)
Net change in cash		(349,391)
Beginning cash balance		708,673
Ending cash balance	$	359,282
Supplementary disclosures, including non-cash activities:		
Debt proceeds used to acquire property and equipment	$	195,900
Cash paid for interest on debt	$	210,961
Cash paid for income taxes	$	-

See independent auditor's report.
See accompanying notes to the consolidated financial statements.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Double Bowler Properties Corp. is a corporation, formed in May 2014, and is the sole member of Vancleve Property Services LLC and 506 East Xenia LLC (collectively the "Company").

The Company has been designated as a 501(c)(3) nonprofit organization under the Internal Revenue Code whose operations are limited to charitable, scientific, and education purposes. The Company operates exclusively for the benefit of Wright State University (the "University). The Company's operations include the constructing, acquiring, equipping, furnishing, owning, developing, managing, operating, and maintaining of real and personal property to be used directly and indirectly in connection with the activities of the University as an institution of higher education. A summary of the Company's significant accounting policies applied in the preparation of the accompanying consolidated financial statements are as follows:

Principles of consolidation
The consolidated statements include the accounts of Double Bowler Properties Corp., Vancleve Property Services LLC, and 506 East Xenia LLC. All significant intercompany transactions and balances have been eliminated.

Use of estimates
The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Cash and cash equivalents
All highly liquid instruments with an original maturity date of three months or less are considered to be cash equivalents.

Accounts receivable
Accounts receivable consists primarily of invoices provided under lease agreements or for reimbursement. Management periodically evaluates the status of all accounts receivable balances for collectability. At June 30, 2016, the accounts receivable balance is deemed fully collectible and management has not recorded an allowance for bad debt.

Revenue recognition
The Company receives rents from commercial property tenants and the University under lease agreements. Rents are recognized as revenue in the months they are received and earned. Lease payments received from the University are used to amortize the related debt service incurred to acquire and improve the properties. The Company's operating expenses related to the leased properties are paid by the University. The University pays the Company for these operating expenses on an annual basis that aligns with the Company's and University's fiscal year.

The Company may from time to time receive contributed cash and property from the University. These transactions are recorded as contributed revenue at their fair value and are recognized when received.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED):

Depreciation

Depreciation on buildings and improvements are provided on the straight-line method. The estimated useful lives range from fifteen to forty years. Expenditures for repairs and maintenance and tenant improvement are charged to expense as incurred; significant betterments are capitalized. Depreciation expense was $316,026 for the year ended June 30, 2016.

Income taxes

The Company is exempt from the payment of federal and local income taxes on income other than net unrelated business income under Section 501(c)(3) of the Internal Revenue Code and has been classified by the Internal Revenue Service as a public charity. For the year ended June 30, 2016, the Company had no unrelated business income. The Organization's tax returns since 2014 are open to examination by the Internal Revenue Service, but they have not indicated any intention to do so.

Fair value

Generally accepted accounting principles define fair value, establish a framework for measuring fair value, and establish a fair value hierarchy that prioritizes the inputs to valuation techniques. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value measurement assumes that the transaction to sell the asset or transfer the liability occurs in the principal market for the asset or liability or, in the absence of a principal market, the most advantageous market. Valuation techniques that are consistent with the market, income or cost approach are used to measure fair value. The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value into three broad levels:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities the Company has the ability to access.
- Level 2 inputs are inputs (other than quoted prices included within level 1) that are observable for the asset or liability, either directly or indirectly.
- Level 3 are unobservable inputs for the asset or liability and rely on management's own assumptions about the assumptions that market participants would use in pricing the asset or liability.

Concentration of Credit Risk

The Company's financial instruments that are exposed to concentrations of credit risk consist primarily of cash. The Company places its cash with high credit quality financial institutions. At times such amounts may be in excess of the FDIC insurance limit. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk to cash.

Subsequent Events

The Company evaluates events and transactions occurring subsequent to the date of the consolidated financial statements for matters requiring recognition or disclosure in the consolidated financial statements. The accompanying consolidated financial statements consider events through October 14, 2016, the date on which the consolidated financial statements were available to be issued.

2. PROPERTY AND EQUIPMENT:

The Company capitalizes the costs of buildings and improvements with a cost greater than $25,000 and useful life greater than one year. These assets are depreciated over useful lives ranging from fifteen to forty years using the straight-line method.

Property and equipment consist of the following at June 30,:

	2016
Buildings	$ 12,455,775
Land	1,515,235
Building improvements	195,900
	14,166,910
Less accumulated depreciation	497,603
Property and equipment, net	$ 13,669,307

3. LINE OF CREDIT:

The Company has a $17,600,000 line of credit with a financial institution. Amounts are drawn on the line of credit and converted to notes payable (Note 4). As of June 30, 2016, the Company has $5,864,978 available under the line of credit. Interest is establish and charged with each draw on the line of credit at the LIBOR rate plus 1.4%. The line of credit requires a lease agreement with the University. The Company uses the line of credit for land acquisition and building improvements. The line of credit expires in October 2016.

4. DEBT:

Debt consists of the following at June 30,:

	2016
Note payable to a financial institution, monthly interest at LIBOR plus 1.4% (1.91% at June 2016), with monthly payments of $24,167, due in October 2016	$ 5,340,826
Note payable to a financial institution, monthly interest at LIBOR plus 1.4% (1.91% at June 2016), with monthly payments of $3,750, due in October 2016	828,750
Note payable to a financial institution, monthly interest at LIBOR plus 1.4% (1.91% at June 2016), with monthly payments of $17,850, due in October 2016	4,012,966
Note payable to a financial institution, monthly interest at LIBOR plus 1.4% (1.91% at June 2016), with monthly payments of $6,897, due in October 2016	1,552,480
Total debt	$ 11,735,022

4. DEBT (CONTINUED):

The debts are secured by the real estate and the lease agreement with the University.

The University's lease agreement with the Company is for a one year term, subject to annual renewal and annual appropriation. The debt is being paid based on a twenty year amortization. The debt matures in October 2016 and has been classified as a current liability in the consolidated statement of financial position. It is expected that the debt will be refinanced annually. Future maturities of debt assuming continuous renewals would be as follows for the years ending June 30,:

2017	$ 631,968
2018	631,968
2019	631,968
2020	631,968
2021	631,968
Thereafter	8,575,182
Total	$ 11,735,022

5. RELATED PARTY TRANSACTIONS:

During the year ended June 30, 2016, under the lease with the University, the Company received $2,070,793 from the University in lease and operating payments and contributions of which $476,889 was reflected as deferred revenue at June 30, 2016.

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Double Bowler Properties Corp.

Detailed Year End Review for WSU

June 2015

Consolidated Balance Sheet		June 30, 2015	
Assets			
Cash	$	708,673	A
Other Current Assets	$	295,701	B
Property and Equipment, net	$	13,039,433	C
Total Assets	$	14,043,808	
Liabilities and Equity			
Accounts Payable	$	117,186	
Accrued Expenses and Other	$	964,748	D
Deferred Revenue	$	484,327	E
Current Liabilities	$	1,566,261	
Long Term Debt	$	12,366,993	F
Total Liabilities	$	13,933,254	
Retained Earnings	$	110,554	
	$	14,043,808	

Discussion:

A	Cash - includes $449K 6/15 lease payment for 7/15-12/15 debt service, $92K LOC advance for HVAC project (3100), $178K accrued Real Estate and WSU consulting not yet paid
B	Other Assets - includes $150K in reimbursements from WSU for 2455 & 3040 ($64K - Planning & Architecture) and salt barn ($86K Engineering & Construction);
	$35K prepaid management fee for 1099 property management, $13K prepaid insurance, and $92K CIP for HVAC
C	Buildings/Land - includes 2455Executive Park, 3040 Presidential, 3100 Presidential, 2555 University, Grimes St, Griesdorn
D	Accrued Expense and Other - includes $750K Deposit from WSU for Griesdorn, $151K Accrued Real Estate, $63K Accrued Expenses ($27K WSU consulting, $25K from closings, $10 K legal)
E	Deferred Revenue - includes $449K 6/15 lease payment; $35K prepaid management fee for fiscal year 2016 (1099 employees for property management)
F	Long Term Debt - includes 5/3rd debt associated with Building/Land purchases

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Double Bowler Properties Corp.
Detailed Year End Review for WSU
June 2015

Consolidated Income Statements

	Year to Date Actual June 30, 2015	Year to Date Less IC - June 30, 2015	Year to Date Budget June 30, 2015	Difference	Discussion
Income					
3rd Party Rental Income	$ 283,280	$ 283,280	$ 250,000	$ 33,280	3rd party income reducing WSU reimbursement obligation for operating expenses
WSU Rental Income	$ 844,996	$ 844,996	$ 368,395	$ 476,601	2014 payments in excess of 12/1/14 lease payment ($100K) and $350K 5/1 for operating expenses less 3rd party rent
Administrative Fees	$ 73,735	$ 3,735	$ -	$ 3,735	management fee charged to WSU from project reimbursement at 2455 and 3040, no fee for Salt Barn
Total Income	$ 1,202,011	$ 1,132,011	$ 618,395	$ 513,616	
Operating Expenses					
Property Tax	$ 155,557	$ 155,557	$ 155,700	$ (143)	
Insurance	$ 6,873	$ 6,873	$ 14,208	$ (7,335)	actual better than budget
Utilities	$ 152,891	$ 152,891	$ 151,796	$ 1,095	
Maintenance	$ 119,811	$ 119,811	$ 123,648	$ (3,837)	
Tenant Improvement	$ 2,990	$ 2,990	$ -	$ 2,990	
Landscaping/Snow	$ 35,239	$ 35,239	$ 33,934	$ 1,305	
Janitorial	$ 25,149	$ 25,149	$ 25,620	$ (471)	
Property Management	$ 70,000	$ 31,985	$ 35,001	$ (3,016)	1099 employees for property management
Admin	$ 9,875	$ 9,875	$ 40,650	$ (30,775)	actual better than budget
Legal Expenses	$ 72,930	$ 72,930	$ 36,000	$ 36,930	legal expenses incurred for corporate organizational matters and property purchases greater than budget
Consulting Expense	$ 81,000	$ 81,000	$ -	$ 81,000	accrual for consulting payments on behalf of WSU directed by Ryan Fendley to Steve Austria not budgeted
Accounting Expense	$ 21,007	$ 21,007	$ 18,000	$ 3,007	
Professional Services	$ 43,203	$ 14,953	$ -	$ 14,953	third party professionals greater than budgeted - Architect Feasibility studies and WSU Archives project
Title and Appraisal	$ 108	$ 108	$ -	$ 108	
Operating Expense	$ 796,634	$ 730,369	$ 634,557	$ 95,812	primarily Consulting and Legal
Operating Income	$ 405,377	$ 401,642	$ (16,162)	$ 417,804	Better 3rd party rent and WSU shortfall amortization offset by increased operating expenses
Other Income and Expense					
Depreciation Expense	$ 181,577	$ 181,577	$ 181,577	$ (0)	
Interest Expense	$ 113,248	$ 113,248	$ 135,571	$ (22,323)	variable rate delta between principal and interest
Other Expense/(Income)	$ (1)	$ (1)		$ (1)	
Total Other	$ 294,824	$ 294,824	$ 317,148	$ (22,324)	
Net Income/(Loss)	$ 110,553	$ 106,819	$ (333,310)	$ 440,128	funding from the $450K provided by WSU above and beyond lease payments to fund operations
EBITDA	$ 405,378	$ 401,643	$ (16,162)	$ 417,805	
Debt Service Payments	$ 314,873	$ 314,873	$ 286,958	$ 27,915	variable rate delta between principal and interest

Double Bowler Properties Corp.
Detailed Year End Review for WSU
June 2015

	Year to Date Actual June 30, 2015	Year to Date Less IC - June 30, 2015	Year to Date Budget June 30, 2015	Difference	Discussion
Cash Flow:					
Debt Service		$ 428,121	$ 422,529	$ 5,592	
Operating Expenses		$ 730,369	$ 634,557	$ 95,812	
Cash Requirement		$ 1,158,490	$ 1,057,086	$ 101,404	additional consulting and legal expenses
Less 3rd Party Rent Received		$ (283,280)	$ (250,000)	$ (33,280)	
Net Funding Due by WSU		$ 875,209	$ 807,086	$ 68,124	
8/21/14 Cash Received		$ (449,000)	$ (449,000)	$ -	
11/26/14 Cash Received		$ (45,000)	$ (45,000)	$ -	
5/1/15 Cash Received		$ (350,000)	$ (350,000)	$ -	
Underfunded Disbursements		$ 31,209	$ (36,914)	$ 68,124	difference is the additional operating expenses primarily from the consulting fees to Steve Austria
Payments received for Year End June 30, 2015			$ 844,000		
Revenue Recognized by DB			$ (844,996)		
			$ (996)	difference resulting from seed money to open checking account	
May 2015 from WSU for purchase of Griesdorn Farm - Lake Campus			$ 750,000		
6/15/15 Payment ease payment 6/1 for Year End 2016			$ 449,326		
7/17/15 payment for Research Park Land Option			$ 300,000		

ATTACHMENT E
Double Bowler Code of Regulations

THE DOUBLE BOWLER PROPERTIES CORPORATION
(AN OHIO NONPROFIT CORPORATION)

CODE OF REGULATIONS

Current as of October 5, 2015

ARTICLE I
INTRODUCTION

Section 1. **General.** These Regulations constitute the Code of Regulations adopted by Double Bowler Properties Corporation (the "Corporation") for the regulation and management of its affairs.

Section2. **Purpose.** The Corporation will have the purposes or powers as stated in its Articles of Incorporation, and whatever powers are or may be granted by the Nonprofit Corporation Law of the State of Ohio or any successor legislation. Without limiting the foregoing, a principal purpose of the Corporation shall be to provide efficient and effective real estate administration and management for Wright State University.

ARTICLE II
MEMBERS

The Corporation shall have no Members, and the Directors shall, for the purposes of any statute or rule of law relating to corporations, be taken to be the Members of the Corporation, and they shall have all the rights and privileges of Members, as provided in Section 1702.14 of the Ohio Revised Code.

ARTICLE III
DIRECTORS

Section 1. **Authority and Duties.** The Board of Directors shall have general supervision and charge of the property, affairs, and finances of the Corporation. Without limiting the generality of the foregoing, the Directors shall elect the officers of the Corporation.

Section 2. **Number, Term of Office, Election, and Removal of Directors.** The Board of Directors shall be comprised of six (6) members; however, at no time shall the number of Directors be less than five (5) members. Members of the Board of Directors shall include:

Member 1. The Chair of the Wright State University ("WSU") Board of Trustees
Member 2. The Immediate Past Chair of the WSU Board of Trustees
Member 3. A current or former member of the WSU Board of Trustees as appointed by the Chair of the WSU Board of Trustees
Member 4. Appointed by the President of WSU

Member 5. Appointed by the President of WSU
Member 6. Appointed by the President of WSU

The Board of Directors may take action, as necessary, to expand its membership up to a total of nine (9) individuals as long as a majority of the total membership of the Board is comprised of WSU Trustees, Officers or employees. All Directors who are Trustees, Officers or employees of WSU are appointed to serve on the Board of Directors in their official University capacities representing the interests of WSU.

The terms of Members 1 and 2 shall follow the term of their leadership position on the WSU Board of Trustees. The individual terms of all other appointed and/or elected Directors shall be for three (3) years. The terms of the Directors shall be staggered so that no more than four Directors are elected or appointed each year.

Section 3. **Annual Organization Meeting.** The annual organization meeting of the Board of Directors shall take place at such time and on such date during the last calendar quarter of each year as the Board of Directors or the Chief Executive Officer ("CEO") shall determine, at the principal offices of the Corporation or at such other place within or without the State of Ohio as the Board of Directors or the CEO shall determine. The purpose of the annual organization meeting shall be to elect the officers of the Corporation, to receive the reports of officers and committees of the Board of Directors, if any, and to transact such other business as may properly come before the meeting.

Section 4. **Regular Meetings.** Regular meetings of the Board of Directors shall be held on such dates and at such times as the Board of Directors or the CEO shall determine. Regular meetings shall be held at the principal offices of the Corporation or at such other place within or without the State of Ohio as the Board of Directors or the CEO shall determine. The purposes of regular meetings of the Board of Directors shall be to consider and act upon any matters which are proper subjects for action by the Board of Directors.

Section5. **Special Meetings.** The CEO or a majority of the Directors in office may call a special meeting of the Board of Directors, to be held at any time at the principal offices of the Corporation or at such other place within or without the State of Ohio as the Board of Directors or the CEO shall determine. A special meeting may be held for any purpose which would be a proper purpose of a regular meeting.

Section 6. **Notice of Meetings.** Not less than fourteen (14) days before the date fixed for an annual organization or regular meeting of the Directors, or five (5) days in the case of a special meeting, written notice stating the date, time, place, and, in the case of a special meeting, the purposes of the meeting shall be given by or at the direction of the CEO or the Directors calling the meeting. The notice shall be given by electronic mail transmission, fax, personal delivery, or mail using the Directors' respective electronic mail addresses, fax numbers, or addresses as they appear on the records of the Corporation.

Section 7. **Quorum.** A majority of the full number of Directors then in office who are present at a meeting in person, or through the use of authorized communications equipment shall constitute a quorum at any meeting of the Board of Directors for the transaction of business at any such meeting; provided, however, that no action required by law or by the Articles of Incorporation or this Code of Regulations to be authorized or taken by a designated proportion or number of Directors may be authorized or taken by a lesser proportion or number.

Section 8. **Voting Rights of Directors.** Except as provided otherwise, each Elected Director shall be entitled to one vote upon any matter properly submitted to the Directors for their vote and no Director shall have veto power. Notwithstanding any provision of the Ohio Nonprofit Corporation Law now or hereafter in force requiring the vote or consent of the Directors of the Corporation for the authorization or taking of any action, such action may be authorized or taken only by a majority vote or consent of the voting Directors unless otherwise expressly required by law, the Articles of Incorporation, or this Code of Regulations.

Section 9. **Waiver of Notice.** Notice of the time, place, and purposes of any meeting of the Board of Directors may be waived in writing either before or after the holding of the meeting. The attendance of any Director at any meeting (or participation at a meeting held through the use of telephone or other communications equipment) without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by the Director of notice of the meeting.

Section 10. **Action Without a Meeting.** Any action which may be authorized or taken at a meeting of the Board of Directors may be authorized or taken without a meeting with the affirmative vote and approval of, and writings signed by, including electronic messages received from, a majority of the Directors, which writings shall be filed with or entered upon the records of the Corporation.

Section 11. **Meetings by Means of Communications Equipment.** Meetings of the Directors may be held through the use of any telephone or other communications equipment if all persons participating can hear each other and participation in a meeting pursuant to this Section 11 of Article III shall constitute presence at such meeting.

Section 12. **Bylaws.** The Board of Directors may adopt bylaws for its own government not inconsistent with the Articles of Incorporation or this Code of Regulations.

Section 13. **Attendance Requirements.** Each Director shall be expected to attend during each calendar year not less than seventy-five percent (75%) of all meetings (regular and special) of the Board of Directors and all Committees on which such Director serves. In the event that any Director does not meet such attendance requirements, he or she may be removed from office in accordance with the following paragraph.

Section 14. **Removal; Vacancies.** Any Director at any time may be removed from office for any cause deemed sufficient by the Board of Directors, by majority vote of the full number of voting Directors acting at a meeting of the Board of Directors. Vacancies on the Board of Directors caused by death, resignation, removal from office, or any other cause other than the expiration of a term shall be filled by majority vote of the Directors then in office for the unexpired portion of the three-year term.

ARTICLE IV
COMMITTEES

Section 1. Formation of Committees; Power of Committees. The Board of Directors from time to time may elect or appoint committees comprised of a portion of its members. The Committees shall serve at the pleasure of the Board of Directors and shall have such authority and perform such duties as from time to time may be determined by the Board of Directors. Any committee of the Board of Directors may act by a majority of its voting Director members, and any act or authorization of any act by a committee of the Board of Directors within the authority delegated to it shall be as effective for all purposes as the act or authorization of the Board of Directors. From time to time, the Board of Directors may appoint individuals other than Directors to participate on committees of the Board of Directors in an advisory capacity. Such individuals participating in an advisory capacity shall not be entitled to vote, and they shall not be counted for quorum purposes.

Section 2. Advisory Committees. The Board of Directors from time to time may also appoint committees to review, study, and advise the Board on various matters. Such advisory committees may include as members individuals who are not Directors; provided however, such advisory committees shall not be permitted to act for the Board of Directors and the acts of such advisory committees shall not be considered as acts of the Board of Directors.

Section 3. Action without a Meeting. Any action which may be authorized or taken at a meeting of any committee of the Board of Directors may be authorized or taken without a meeting with the affirmative vote and approval of, and in writings signed by, including electronic messages received from, a majority of the members of the committee, which writing or writings shall be filed with or entered upon the records of the Corporation.

ARTICLE V
OFFICERS

Section 1. Election and Designation of Officers.

The Corporation shall have a permanent Chief Executive Officer ("CEO"). The CEO shall be generally responsible for the affairs of the Corporation and the full and successful execution of the directives of the Board of Directors. The CEO shall not be a voting member of the Board of Directors.

The Board of Directors shall also elect a Chairperson, a Chief Operating Officer, a President, a Secretary, and a Treasurer, and may elect such other officers as the Board of Directors may deem necessary or desirable. Any two or more offices may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity, if the instrument is required to be executed, acknowledged, or verified by two or more officers. Furthermore, under no circumstances shall any person holding the office of the CEO, the Chief Operating Officer or the President also serve as a voting member of the Board of Directors.

Section 2. Term of Office; Vacancies. The elected officers of the Corporation shall hold office until the next annual organization meeting of the Board of Directors and until their successors are elected, except in case of resignation, removal from office, or death. The Board of

Directors may remove any elected officer at any time with or without cause by a majority vote of the Directors then in office. Any vacancy in any elected office may be filled by the Board of Directors.

Section 3. **Chairperson.** A Chairperson shall be designated by the Board of Directors who shall preside at all meetings of the Board of Directors. He or she shall have all the general powers and duties which are usually vested in the office of chairperson of a corporation. The Chairperson shall be elected with the concurrence of Wright State University.

Section 4. **Chief Operating Officer.** Subject to directions of the Board of Directors, the Chief Operating Officer shall supervise the affairs of the Corporation as directed and delegated by the CEO. He or she may execute all authorized deeds, mortgages, contracts, and other obligations in the name of the Corporation and shall have such other authority and shall perform such other duties as may be determined by the Board of Directors and the CEO. The Chief Operating Officer shall not be a voting member of the Board of Directors.

Section 5. **President.** The President shall have such authority and perform such duties as may be determined by the Board of Directors and the CEO. The President shall not be a voting member of the Board of Directors.

Section 6. **Secretary.** The Secretary shall keep the minutes of meetings of the Board of Directors. The Secretary shall keep such books as may be required by the Board of Directors, shall give notices of the meetings of the Board of Directors required by law, or by this Code of Regulations, or otherwise, and shall have such authority and shall perform such other duties as may be determined by the Board of Directors and the CEO.

Section 7. **Treasurer.** The Treasurer shall cause to be kept, under the Treasurer's supervision, accurate financial accounts and shall hold the same open for inspection and examination by the Directors, shall prepare or cause to be prepared a full report concerning the finances of the Corporation to be presented at each annual organization meeting of the Board of Directors, and shall have such authority and shall perform such other duties as may be determined by the Board of Directors and the CEO.

Section 8. **Other Officers.** The other officers, if any, whom the Board of Directors may elect shall have such authority and perform such duties as may be determined by the Board of Directors and the CEO.

Section 9. **Delegation of Authority and Duties.** The Board of Directors is authorized to delegate the authority and duties of any officer to any other officer and generally to control the action of the officers and to require the performance of duties in addition to those mentioned herein.

ARTICLE VI
LIMITATION OF LIABILITY IN DAMAGES AND INDEMNIFICATION

Section 1. **Limitation of Liability in Damages of a Director.** Other than in connection with an action or suit in which the only liability asserted against a Director is for voting for or assenting to a statutorily proscribed asset distribution or loan (a "Statutorily Proscribed Act"), a Director of the Corporation shall be liable in damages for any action he or she takes or fails to take as a Director only if it is proved by clear and convincing evidence in a court of competent jurisdiction that his or her action or failure to act involved an act or omission either undertaken with deliberate intent to cause injury to the Corporation or undertaken with reckless disregard for the best interests of the Corporation.

Section 2. **Third Party Action Indemnification.** The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding, including all appeals (other than an action, suit, or proceeding by or in the right of the Corporation), by reason of the fact that he or she is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, or officer of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, joint venture, employee benefit plan, trust, or other enterprise, against expenses (including attorneys' fees), judgments, decrees, fines, penalties, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit, or proceeding, unless it is proved by clear and convincing evidence in a court of competent jurisdiction that his or her action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Corporation or undertaken with reckless disregard for the best interests of the Corporation and that, with respect to any criminal action or proceeding, he or she had reasonable cause to believe his or her conduct was unlawful; the termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, constitute such proof.

Section 3. **Derivative Action Indemnification.** Other than in connection with an action or suit in which the liability of a Director for voting or assenting to a Statutorily Proscribed Act is the only liability asserted, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit, including all appeals, by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, or officer of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, joint venture, employee benefit plan, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of the action or suit unless it is proved by clear and convincing evidence in a court of competent jurisdiction that his or her action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Corporation or undertaken with reckless disregard for the best interests of the Corporation, except that the Corporation shall indemnify him or her to the extent the court in which the action or suit was brought determines upon application that, despite the proof but in view of all the circumstances of the case, he or she is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 4. **Advances of Expenses.** Unless the action, suit, or proceeding is one in which the liability of a Director for voting for or assenting to a Statutorily Proscribed Act is the only liability asserted, expenses (including attorneys' fees) incurred by the Director or officer of the Corporation in defending any action, suit, or proceeding referred to in Section 2 or 3 of this Article V shall be paid by the Corporation, as they are incurred, in advance of the final disposition of the action, suit, or proceeding, upon receipt of an undertaking by or on behalf of the Director or officer in which he or she agrees both (a) to repay the amount if it is proved by clear and convincing evidence in a court of competent jurisdiction that his or her action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Corporation or undertaken with reckless disregard for the best interests of the Corporation and (b) to cooperate with the Corporation concerning the action, suit, or proceeding.

Section 5. **Purchase of Insurance.** The Corporation may purchase and maintain insurance or furnish similar protection, including, but not limited to, trust funds, letters of credit, and self-insurance, for or on behalf of any person who is or was a Director, officer, employee, agent, or volunteer of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, employee, agent, or volunteer of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, joint venture, employee benefit plan, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against liability under the provisions of this Article VI or of the Ohio Nonprofit Corporation Law. Insurance may be purchased from or maintained with a person in which the Corporation has a financial interest.

Section 6. **Heirs; Non-Exclusivity.** The limitation of liability in damages and the indemnification provided by this Article VI shall continue as to a person who has ceased to be a trustee, director, or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person and shall not be deemed exclusive of, and shall be in addition to, any other rights granted to a person seeking indemnification as a matter of law or under the Articles of Incorporation, this Code of Regulations, any agreement, or any insurance purchased by the Corporation, or pursuant to any vote of the disinterested Directors, or by reason of any action by the Board of Directors to take into account amendments to the Ohio Nonprofit Corporation Law that expand the authority of the Corporation to indemnify a trustee, director, or officer of the Corporation, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding an office or position.

Section 7. **No Mandatory Indemnification of Volunteers.** Section 1702.12(E)(5) of the Ohio Nonprofit Corporation Law shall not apply to the Corporation to the extent that it requires the indemnification of volunteers (as that term is defined in Section 1702.01 of the Ohio Nonprofit Corporation Law) other than Directors or officers of the Corporation or trustees, directors, or officers of another domestic or foreign nonprofit corporation or corporation for profit, or partnership, joint venture, employee benefit plan, trust, or other enterprise serving at the request of the Corporation.

ARTICLE VII
AMENDMENTS

This Code of Regulations of the Corporation may be amended, or new Regulations may be adopted, by the affirmative vote of a majority of the Directors (in accordance with Sections 1702.11 and 1702.14 of the Ohio Nonprofit Corporation Law) at a meeting held for that purpose or, without a meeting, by the written consent of all of the Directors.

ARTICLE VIII
FISCAL YEAR

The fiscal year of the Corporation shall end on the date fixed from time to time by the Board of Directors.

Articles of Incorporation Control. In case any provision of these Regulations shall be inconsistent with the Articles of Incorporation, the Articles of Incorporation shall govern.