

Butler Family Foundation Investment Committee

Conference Call

February 24, 2016 at 1:00 PM CT

Agenda

- I. Welcome
- II. Approval of minutes of August 5, 2015
- III. Performance Update
 - a. Portfolio Appraisal
 - b. Summary of Fees
 - c. Comments on Performance
 - d. Comments on Individual Managers
- IV. Update on Equilibrium Capital
- V. Discussion of Revised Overview of Investment Committee (Charter)
- VI. Other Business

Attachments

- a) Standard Investment Reports
- b) Material from Wastewater Opportunity Fund
- c) Revised Overview of Investment Committee

**MINUTES OF THE AUGUST 5, 2015
INVESTMENT COMMITTEE MEETING
OF THE
PATRICK AND AIMEE BUTLER FAMILY FOUNDATION**

The Investment Committee meeting of the Patrick and Aimee Butler Family Foundation was held on Wednesday, August 5, 2015, at 2:00 p.m. Central Time via conference call.

The meeting was called to order by Patrick Butler, who acted as Chair of the meeting. Connie O'Brien acted as recording Secretary of the meeting.

Upon call of the Secretary, the following Committee members were present: Patrick Butler, Peter K. Butler, Brigid Butler and Bridget McElroy. Also present were John Butler, Connie O'Brien and Robert Hybben.

The Chair called for consideration of the minutes of the February 17, 2015, meeting of the Investment Committee, which had been previously circulated to the Committee members. The Committee requested the minutes be clarified by moving John Butler's name from the "following Committee members were present" section to the "also present" section of the roll call.

The Chair called on Mr. John Butler, Chief Investment Officer, for a performance update. Mr. John Butler summarized the major changes to the portfolio since December 31, 2014, as follows: (i) sold approximately 36,000 shares of Medtronic, reducing that holding from 10% of the equities to 5%; (ii) added \$2 million to Mondrian All Countries World Ex-US Equity; (iii) added \$2 million to the Sit Bond Fund; (iv) added \$1 million to Invesco Balanced-Risk Commodity; (v) received pay-downs of \$1.7 million from Morgan Stanley Infrastructure Partnership; and (vi) received pay-downs of \$500,000 from Morgan Stanley Real Estate VII. Mr. John Butler reminded the Committee that the Foundation made a \$5 million commitment to Northstar Mezzanine Partners VI, of which approximately \$1.9 million has been called. The Foundation also made a \$5 million commitment to Morgan Stanley Real Estate VIII, of which approximately \$1.4 million has been called.

Mr. John Butler then reviewed each managers' performance with the Committee. He indicated that Foundation equities are up 2% for the year while the S&P 500 is up 1%. Mondrian is lagging slightly with a 3.7% return, compared to the benchmark of 4%. The Sit Bond Fund is up 4/10%, compared to the benchmark of 2/10%. Mr. Patrick Butler inquired as to why the Foundation still holds Hansen Engine Corporation. Mr. John Butler reminded the Committee that Hansen Engine was received as part of Kate Butler Peterson's estate gift and its disposal is made difficult by foundation self-dealing rules. Hansen Engine will be disposed of if an appropriate option becomes available.

Mr. Peter K. Butler inquired as to why the Foundation made an additional investment in Invesco given its performance. Mr. John Butler indicated that this investment is a modest part of the portfolio and was purchased as insurance against possible future inflation.

Mr. John Butler reported that the 14% cash position at June 30, 2015, was higher than the target of 5%. Stocks were at 43% of the portfolio, which is slightly below the target of 45%. Mr. John Butler indicated that stocks have done well the last 6 - 7 years, so he continues to trim back, which increases the cash position while reducing the equity position. Mr. John Butler also

indicated that we are holding cash for future calls of Morgan Stanley Real Estate VIII and Northstar Mezzanine Partners VI, as well as an anticipated investment in Equilibrium Capital. Mr. John Butler reported that Equilibrium Capital has an investor that is taking longer than anticipated to close. Currently, we are expecting a fall 2015 closing on Equilibrium Capital. Mr. John Butler reported that the Morgan Stanley Real Estate VIII is off to a good start with \$1.4 million of the \$5 million being called.

Mr. John Butler shared with the Committee two new examples of impact investment options: JP Morgan Naturevest and Morgan Stanley Institute for Sustainable Investing. The only product from Naturevest are the Conservation Notes, which are short-term in duration and offer a return of 0 - 2%. The first product from the Morgan Stanley Institute for Sustainable Investing private equity fund focused on low income emerging markets. At this time, neither of these options are appealing due to either low returns or high risk. Ms. Bridget McElroy mentioned to the Committee that she would forward the Global Impact Investing Network (GIIN) report that she received from Taryn Goodman at NatureVest (Impactbase Snapshot – An Analysis of 300+ Impact Investing Funds). Ms. Bridget McElroy will also forward her questions for Equilibrium Capital for Mr. John Butler to get answered at his next meeting with Equilibrium Capital.

Mr. Patrick Butler referred the Committee to the “Other Duties” section of the “Overview of the Butler Family Foundation Investment Committee” charter approved by the Board of Trustees at the October 2013 meeting, which indicates, “The Committee members will receive and review quarterly reports of performance against selected benchmarks.” The Committee agreed to recommend to the Board of Trustees at the October 2015 meeting that this be changed from quarterly reports to semi-annual reports. Staff will work on revising the Overview and send it to Committee members for their review.

Mr. Peter K. Butler suggested adding the target range to the Portfolio Appraisal. He also suggested adding a summary page similar to the summary given at the year-end meeting with the returns as well as benchmarks to the mid-year reporting.

The Committee gave positive feedback on the presentation but suggested adding page numbers to the PowerPoint.

The next Committee meeting will be in early February 2016. The meeting will be scheduled in January and materials for the meeting will be sent one week prior to the meeting.

The meeting adjourned at 3:10 p.m. Central Time.

Connie O'Brien, Secretary

ATTEST: _____
Patrick Butler, Vice President

PATRICK & AIMEE BUTLER FAMILY FOUNDATION
PORTFOLIO APPRAISAL
DECEMBER 31, 2015

<u>Quantity</u>	<u>Security</u>	<u>Unit Cost</u>	<u>Total Cost</u>	<u>Price</u>	<u>Market Value</u>	<u>Holding</u>	<u>Percentage</u>	<u>Income</u>	<u>Yield</u>
COMMON STOCK									
7,000	3M Company	49.21	344,490.84	150.64	1,054,480.00		2.41%		
35,000	Associated Banc Corp Wis	21.82	763,546.33	18.75	656,250.00		1.50%		
30,900	BP PLC	42.21	1,304,150.44	31.26	965,934.00		2.20%		
11,000	Badger Meter Inc.	38.44	422,856.45	58.59	644,490.00		1.47%		
10,000	Baxalta Incorporated	15.00	149,967.05	39.03	390,300.00		0.89%		
10,000	Baxter International, Inc.	18.48	184,783.06	38.15	381,500.00		0.87%		
15,000	Bemis Co Inc.	18.93	283,996.70	44.69	670,350.00		1.53%		
6,000	Bio-Techne Corp	62.69	376,160.02	90.00	540,000.00		1.23%		
15,000	Bristol-Myers Squibb Co.	17.03	255,444.90	68.79	1,031,850.00		2.35%		
12,000	C H Robinson Worldwd New	58.66	703,969.85	62.02	744,240.00		1.70%		
800	Cable One Inc.	2.34	1,869.53	433.66	346,928.00		0.79%		
15,000	ConocoPhillips	23.02	345,260.60	46.69	700,350.00		1.60%		
30,000	Corning Inc	10.85	325,648.90	18.28	548,400.00		1.25%		
18,000	Donaldson Company Inc.	5.04	90,728.72	28.66	515,880.00		1.18%		
20,000	EMC Corp Mass	27.15	542,982.80	25.68	513,600.00		1.17%		
6,000	Ecolab Inc.	43.09	258,550.93	114.38	686,280.00		1.57%		
22,000	Emerson Electric Co.	34.32	754,944.69	47.83	1,052,260.00		2.40%		
10,000	Fiserv Inc.	23.68	236,759.42	91.46	914,600.00		2.09%		
10,000	G&K Services Inc Cl A	20.43	204,293.35	62.90	629,000.00		1.44%		
73,513	General Electric Co.	21.41	1,573,570.68	31.15	2,289,929.95		5.23%		
20,000	General Mills Inc.	22.20	443,989.85	57.66	1,153,200.00		2.63%		
9,000	Graco, Inc.	19.78	178,017.54	72.07	648,630.00		1.48%		
800	Graham Holding Co.	3.82	3,055.47	484.97	387,976.00		0.89%		
7,200	Hansen Engine Corp.	0.05	360.00	0.05	360.00		0.00%		
10,000	Home Depot Inc.	24.51	245,098.95	132.25	1,322,500.00		3.02%		
8,000	Honeywell Incorporated	29.84	238,736.45	103.57	828,560.00		1.89%		
12,000	Hormel Foods Corp	14.69	176,315.27	79.08	948,960.00		2.17%		
4,000	International Business Machir	87.15	348,583.93	137.62	550,480.00		1.26%		
25,000	JP Morgan Chase & Co	36.62	915,500.00	66.03	1,650,750.00		3.77%		
12,000	Johnson & Johnson	4.62	55,481.50	102.72	1,232,640.00		2.81%		
27,000	Medtronic, Inc.	76.95	2,077,650.00	76.92	2,076,840.00		4.74%		
15,000	Merck & Co Inc.	39.26	588,912.07	52.82	792,300.00		1.81%		
25,000	Microsoft Corp	22.69	567,162.29	55.48	1,386,999.99		3.17%		
15,000	Patterson Dental Co	32.20	482,982.23	45.21	678,150.00		1.55%		
12,000	Pentair Inc.	26.06	312,711.15	49.53	594,360.00		1.36%		
25,000	Pfizer Incorporation	25.26	631,598.70	32.28	807,000.00		1.84%		
5,000	Pioneer Natural Res Co.	146.11	730,539.10	125.38	626,900.00		1.43%		
15,000	Principal Financial Group	26.72	400,777.80	44.98	674,700.00		1.54%		
16,000	Procter & Gamble Co.	68.01	1,088,146.49	79.41	1,270,560.00		2.90%		
12,000	Schlumberger LTD	36.79	441,492.31	69.75	837,000.00		1.91%		
12,000	St. Jude Medical Inc.	35.39	424,665.92	61.77	741,240.00		1.69%		
45,000	TCF Financial Corp	15.92	716,623.65	14.12	635,400.00		1.45%		
12,000	Target Corporation	32.59	391,138.95	72.61	871,320.00		1.99%		
35,000	US Bancorp	23.98	839,417.78	42.67	1,493,450.00		3.41%		
13,000	United Parcel Service	69.70	906,142.62	96.23	1,250,990.00		2.85%		
10,000	Valspar Corporation	19.81	198,123.49	82.95	829,500.00		1.89%		
18,000	Verizon Communications Con	33.18	597,175.30	46.22	831,960.00		1.90%		
27,633	Wells Fargo & Co	26.31	727,009.37	54.36	1,502,129.88		3.43%		
37,000	Western Union Company	16.19	598,906.22	17.91	662,670.00		1.51%		
17,000	Williams Companies Del	21.95	373,068.13	25.70	436,900.00		1.00%		
8,000	Zimmer Holdings, Inc.	54.53	<u>436,273.56</u>	102.59	<u>820,720.00</u>		<u>1.87%</u>		
			25,259,631.35		43,821,767.82	100.00%	43.73%	1,170,709.00	2.67%

PATRICK & AIMEE BUTLER FAMILY FOUNDATION
 PORTFOLIO APPRAISAL
 DECEMBER 31, 2015

<u>Quantity</u>	<u>Security</u>	<u>Unit Cost</u>	<u>Total Cost</u>	<u>Price</u>	<u>Market Value</u>	<u>Holding</u>	<u>Percentage</u>	<u>Income</u>	<u>Yield</u>
<u>INTERNATIONAL</u>									
1,224,394	Mondrian All Countries Worl	16.38	20,054,781.00	15.92	19,487,659.45	100%	19.45%	750,000	3.85%
<u>BONDS FUNDS</u>									
13,584,064	Sit Investment Associates, Inc	1.00	13,584,063.96	0.99	13,386,629.44	22.49%	13.36%	543,369	4.06%
<u>OTHER ASSETS</u>									
528,506	Invesco Balanced-Risk Cmdy S	9.52	5,031,469.86	6.23	3,292,595.29	34.96%			
443,989	Morgan Stanley Infrastructur	1.00	443,989.00	2.90	1,285,663.00	13.65%			
1,250,370	Morgan Stanley Real Estate V	1.00	1,250,370.00	1.14	1,421,670.69	15.10%			
1,036,733	Morgan Stanley Real Estate V	1.00	1,036,733.00	1.00	1,036,733.00	11.01%			
194,174	Northstar Mezzanine Partner:	1.00	194,174.00	1.35	262,450.28	2.79%			
1,936,004	Northstar Mezzanine Partner:	1.00	1,936,004.00	1.03	1,987,327.47	21.10%			
120,501	Northstar Seidler Mezzanine I	1.00	<u>120,501.00</u>	1.08	<u>130,666.00</u>	<u>1.39%</u>			
			10,013,240.86	14.73	9,417,105.73	100.00%	9.40%	600,000	6.37%
<u>CASH AND EQUIVALENTS</u>									
	Merrill Lynch Working Capital Mgmt. Acct.		0.55		0.55	0.00%			
	Morgan Stanley Bank		2.47		2.47	0.00%			
	Wells Fargo Cash - Equities		5,369,392.74		5,369,392.74	39.94%			
	Wells Fargo Cash - Other assets		<u>8,073,469.46</u>		<u>8,073,469.46</u>	<u>60.06%</u>			
			13,442,865.22		13,442,865.22	100.00%	13.42%	3,400	0.03%
<u>LIMITED PARTNERSHIPS</u>									
	Albuquerque Plaza Assoc.		620,153.00		620,153.00	95.65%			
	Gateway Partnership, The		<u>28,217.50</u>		<u>28,217.50</u>	<u>4.35%</u>			
			648,370.50		648,370.50	100.00%	0.65%	0.00	0.00%
					100,204,398.16		100%	3,067,478.00	3.06%

Patrick & Aimee Butler Family Foundation

Summary of Fees, Managers and Custodians - December 31, 2015

<u>Asset Class</u>	<u>SMA or Fund</u>	<u>Custodian</u>	<u>Manager</u>	<u>Assets</u>	<u>Fee</u>	<u>Est. Costs</u>
<u>Cash</u>						
Stock Account	SMA	Wells Fargo	Internal	\$5.4	0	\$0
Misc. Account	SMA	Wells Fargo	Internal	\$8.1	0	\$0
 <u>Fixed Income</u>						
Sit Investment	SMA	Wells Fargo	Sit Investment	\$13.4	40	\$54
 <u>Equities</u>						
Domestic	SMA	Wells Fargo	Internal	\$43.8	0	\$0
International	Fund	JP Morgan	Mondrian	\$19.5	70	\$137
 <u>Alternatives</u>						
Debt Partnerships	Fund	Wells/US Bank	Northstar	\$2.4	200	\$48
Infrastructure Part.	Fund	NA	Morgan Stanley	\$1.3	200	\$26
Global Real Estate	Fund	NA	Morgan Stanley	\$2.4	200	\$48
Commodities Fund	Fund	State Street Bank	Invesco	\$3.3	100	\$33
Limited Partnerships	Fund	NA	NA	\$0.6	100	\$6
				\$100.2		
Estimated Investment Fees (Direct & Imbedded)						\$351
Custodial Costs						\$35
Internal Investment Costs						\$85
Estimated Total Investment Costs						\$471
Percent of Assets						47 bp
Average for Foundations						70-85 bp

Notes:

SMA is seperately managed account

All SMA custodied at Wells Fargo

Fees are stated in basis points (1/100 of 1%)

Patrick and Aimee Butler Family Foundation - Historical Portfolio Performance

	Butler Family Foundation					Foundation Average					Market Benchmark (65/35)				
	<u>YR</u>	<u>TOTAL</u>	<u>5-YR</u>	<u>10-YR</u>	<u>ITD</u>	<u>YR</u>	<u>TOTAL</u>	<u>5-YR</u>	<u>10-YR</u>	<u>ITD</u>	<u>YR</u>	<u>TOTAL</u>	<u>5-YR</u>	<u>10-YR</u>	<u>ITD</u>
2000	12.8%	12.8%			12.8%	3.1%	3.1%			3.1%	-1.5%	-1.5%			-1.5%
2001	4.9%	18.3%			8.7%	-2.1%	0.9%			0.5%	-5.1%	-6.5%			-3.3%
2002	-1.0%	17.1%			5.3%	-5.7%	-4.8%			-1.6%	-9.9%	-15.8%			-5.5%
2003	16.6%	36.5%			8.1%	12.5%	7.1%			1.7%	19.5%	0.6%			0.2%
2004	11.6%	52.3%	8.8%		8.8%	11.4%	19.3%	3.6%		3.6%	7.9%	8.6%	1.7%		1.7%
2005	4.7%	59.4%	7.2%		9.8%	8.2%	29.1%	4.6%		5.2%	4.0%	12.9%	2.8%		2.5%
2006	12.7%	79.7%	8.7%		8.6%	13.7%	46.8%	7.8%		5.5%	11.7%	26.2%	6.2%		3.3%
2007	6.3%	91.0%	10.3%		8.4%	10.3%	61.9%	11.2%		6.2%	6.2%	34.0%	9.7%		3.7%
2008	-21.2%	50.5%	2.0%		4.6%	-25.9%	19.9%	2.3%		2.0%	-22.1%	4.4%	0.7%		0.5%
2009	16.1%	74.7%	2.8%	5.7%	5.7%	20.5%	44.5%	3.9%	3.8%	3.8%	18.8%	24.0%	2.7%	2.2%	2.2%
2010	11.6%	94.9%	4.1%	5.6%	6.3%	12.5%	62.6%	4.7%	4.7%	4.5%	12.1%	39.0%	4.2%	3.5%	3.0%
2011	1.7%	98.1%	2.0%	5.3%	5.9%	-0.7%	61.5%	1.9%	4.8%	4.1%	4.4%	45.1%	2.8%	4.5%	3.2%
2012	12.6%	123.2%	3.2%	6.7%	6.4%	12.0%	80.8%	2.2%	6.6%	4.7%	12.3%	63.0%	4.0%	6.8%	3.8%
2013	18.6%	164.6%	12.0%	6.8%	7.2%	15.6%	109.1%	11.8%	6.9%	5.4%	20.4%	96.2%	13.5%	6.9%	4.9%
2014	5.0%	177.9%	9.7%	6.2%	7.1%	6.1%	121.8%	8.9%	6.4%	5.5%	11.0%	117.8%	11.9%	7.2%	5.3%
2015	0.7%	179.7%	7.5%	5.8%	6.6%	-2.0%	117.4%	6.0%	5.4%	5.0%	0.9%	119.8%	9.6%	6.9%	5.0%

All returns are net of fees

Any returns in italic are estimates

Patrick and Aimee Butler Family Foundation - Current Manager Performance

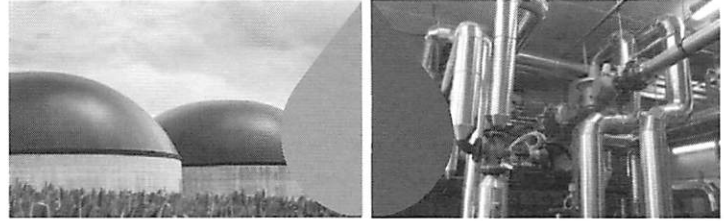
<u>Asset Class</u>	<u>Allocation - December 31, 2015</u>				<u>Performance Data - December 31, 2015</u>			
	<u>Assets</u>	<u>Wgt</u>	<u>Target</u>	<u>Range</u>	<u>1 YR</u>	<u>5 YR</u>	<u>ITD</u>	<u>Incep. Date</u>
Cash	\$13.4	13%	5%	0-10%	0.0%	0.1%	NA	NA
Fixed Income								
Sit Investment Assoc.	\$13.4	13%	15%	10-20%	1.4%	NA	3.4%	12/31/2011
Barclays Aggregate					0.5%	3.2%	2.1%	
Domestic Equities								
Internally Managed	\$43.8	44%	45%	40-50%	0.0%	11.8%	7.7%	12/31/1999
S&P 500					1.4%	12.6%	4.1%	
International Equities								
Mondrian Investment Group	\$19.5	19%	20%	15-25%	-5.6%	3.1%	5.3%	6/30/2004
MSCI All-Country World					-5.7%	1.4%	4.1%	
Alternative Investments								
Miscellaneous	\$10.1	10%	15%	10-20%	0.5%	NA	NA	NA
HFRI FOF Composite					0.0%	3.6%	NA	
Total Foundation	\$100	100%	100%					

Notes:

Domestic Equities managed by same individual while at Mairs and Power prior to September 2013
 Performance for Alternative Investments is approximation due to manager changes and time lags

Wastewater Opportunity Fund, LLC

Investing Sustainably



ECONOMIC & SOCIAL IMPACTS

- **WASTE MANAGEMENT:** Provides solutions to problematic waste management issues for farms, food processors, beverage producers and municipalities.
- **JOB CREATION:** Delivers important construction jobs and permanent jobs for ongoing operations and maintenance.
- **PROFITABILITY:** Turns cost centers into revenue-generating opportunities by reducing host long-term energy and operating costs and avoiding potential expensive compliance fines.
- **COMMUNITY:** Improves infrastructure, diversifies income streams and increases the tax base in both rural and urban communities.

ENVIRONMENTAL IMPACTS

- **RENEWABLE ENERGY:** Converts undervalued waste streams into clean electricity or transportation fuel, while offering significant advantages over other renewable energy and biofuels.
- **AIR QUALITY:** Eliminates methane pollution from decaying organic matter, resulting in significantly reduced greenhouse gas emissions. Also provides solutions to community-scale odor issues.
- **SOIL & WATER QUALITY:** Processes wastewater to reduce potential runoff, eliminates pathogens using controlled decomposition and improves on conventional fertilizer processes.
- **WATER REUSE:** Optimizes water resources by improving water efficiency and supporting water reuse.

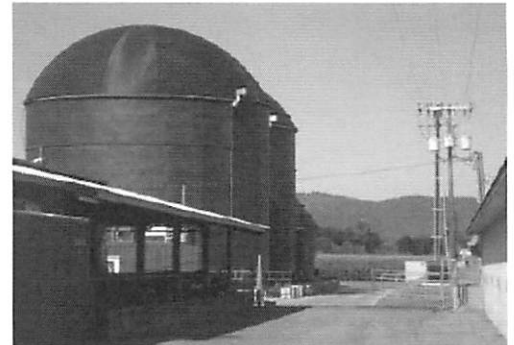
INCREASING SUSTAINABLE FARMING

The dairy industry, led by the Innovation Center for U.S. Dairy, is working to improve wastewater management by installing over 1,300 anaerobic digesters. Leading dairy farms receive economic benefits, gain operational efficiencies, and improve their environmental footprint by installing these facilities.

On-site renewable energy can reduce dairy operating costs and excess energy can be sold to various renewable energy buyers.

On-farm use of solid byproducts for animal bedding can reduce costs of straw purchased for bedding. The sale of excess fertilizer and off-farm transportation of nutrients decreases the potential for nutrient runoff.

Additionally, many dairies utilize the reprocessed wastewater to flush the animal pens, which lowers the farm's purchased water costs.



EXPANDING GREEN CITY INFRASTRUCTURE

Each year, 40 million tons of food waste ends up in U.S. landfills, which are already facing capacity limitations. As a result, many cities across the U.S. have targeted organic waste from institutions, restaurants and homes as the next frontier in recycling and reuse.

Cities and municipal wastewater utilities are issuing requests for proposals to companies that can build and operate facilities to productively manage these organic waste streams.

Cities benefit from lower costs by redirecting organic wastes such as fats, oils and greases that often clog their infrastructure. Cities are also able to utilize the renewable energy to fuel their compressed natural gas vehicle fleets.

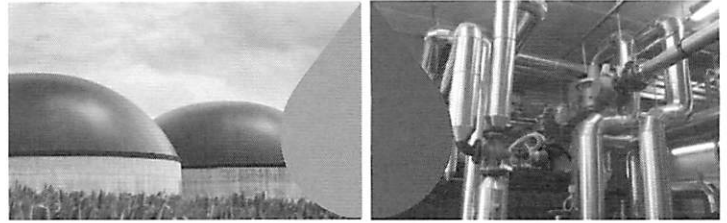


For further information please contact Ben Vitale at vitale@wastewatercapital.com or Damon Yuzon at yuzon@wastewatercapital.com.

Nothing in this presentation should be construed as a solicitation or offer, or recommendation, to buy or sell any security. Past performance is no guarantee of future results, and any expected returns or probability projections may not reflect actual future performance. Targeted returns are intended to show only an expected range of possible investment outcomes based on historical average returns, but does not take into consideration the effect of taxes, changing risk profiles, or future investment decisions. Securities transactions cleared through Equilibrium Capital Services, LLC, member FINRA/SIPC.

Wastewater Opportunity Fund, LLC

Investing Sustainably



SUSTAINABILITY-DRIVEN RETURNS

Leaders in the agriculture, food processing and beverage industries, as well as public agencies in large and small municipalities, are facing greater costs and challenges associated with the disposal of their waste. As a result, these organizations have developed long-standing sustainability programs that improve efficiencies and reduce waste by addressing air and water pollution. The agriculture and food and beverage processing sectors directly represent over 2% of U.S. GDP, directly and indirectly employ over 2.5 million people, and generate over 35 billion gallons of wastewater per day.

Individual farms, food and beverage facilities, and community-owned municipal utilities are working to deploy over \$30 billion in capital over the next five years to recover energy and nutrients locked in wastewater effluents. These new distributed wastewater facilities generate attractive and consistent financial returns by producing and selling renewable electricity or gas, soil amendments such as organic compost and less energy-intensive fertilizer products. Wastewater Opportunity Fund, LLC's (the "Fund") objective is to achieve attractive returns from investments in these large and stable industries by providing the financing and expertise to develop these distributed wastewater facilities, while generating positive economic, social and environmental outcomes for the people in communities served by our investments.

QUANTITATIVE OUTCOME MEASUREMENT

Wastewater Capital Management, the Fund's manager, is a B Corporation certified by the nonprofit, B Lab, to meet rigorous standards of social and environmental performance, accountability and transparency. Prior to the closing of each transaction, WCM works with its partners to maximize the anticipated social and environmental outcomes of our investments.

WCM tracks and monitors the following six core measures of social and environmental impact:

1. **WATER:** Gallons of water that are processed through recycling, reclamation or reuse.
2. **ENERGY:** Kilowatt hours of renewable electricity or gallons of renewable fuel equivalents that are generated.
3. **JOBS:** Number of permanent and temporary jobs that are created or maintained.
4. **COMMUNITIES:** Total number of communities (tracked by zip code) that are improved.
5. **LAND:** Total number of acres that are improved through enhanced waste management or improved soil and fertilizer amendments.
6. **AIR:** Reduced greenhouse gas emissions measured in tons of carbon dioxide equivalents (CO₂-e)

The Fund's portfolio is projected to process over 150 million gallons of wastewater per year, generate over 350 million kilowatt hours of renewable energy equivalents annually, produce 2 million hours of employment for skilled construction workers and approximately 130 permanent jobs, strengthen farms and food processing facilities located in up to 35 communities, and reduce over 2 million tons of greenhouse gas emissions.

QUALITATIVE OUTCOMES

Distributed wastewater projects in the agricultural waste, food waste and municipal wastewater sectors generally receive enthusiastic and broad-based support from local communities, municipalities, states and utilities because they solve community-scale waste management problems, improve soil, air and water quality, and address water accessibility issues. The qualitative outcomes generated by distributed wastewater projects include:

Overview of the Butler Family Foundation Investment Committee

Purpose of the Investment Committee:

The following are the general duties and responsibilities of the Butler Family Foundation's Investment Committee:

- Oversee the general performance of the Chief Investment Officer and ensure that the Foundation is adhering to its investment policy and legally mandated guidelines.
- Review the Investment Policy for Board following the end of the second quarter and adjust as needed. Present the new policy to the Board for approval.
- At each scheduled Investment Committee meeting the Committee will meet with the Chief Investment Officer to review and assess the Foundation's investment strategy and overall performance. In addition, the Committee will review individual manager performance as well as any changes or potential changes in investment managers.

Reporting Responsibilities of the Investment Committee:

The Investment Committee serves as an advisory committee to the Board of Trustees of the Butler Family Foundation. The Committee is charged with reporting on a timely basis all findings, activities and recommendations of the Committee to the Board of Trustees. The Investment Committee will make a formal report to the Board at each regularly scheduled board meeting.

Membership of the Committee:

- **Number of Members:** The Investment Committee will have no fewer than three and no more than five members. One member will be the Treasurer of the Foundation, who serves ex officio.
- **Criteria for Membership:** Membership will be open to Board members of the Butler Family Foundation and all members of the Butler family over the age of 25. All eligible members will receive an application prior to the fall Board meeting.
- **Selection of Members:** The selection of members will be made by the Board as a whole and new members added at the Fall Board meeting.
- **Term of Office:** Committee members will be asked to serve for a three year terms. Terms are renewable. The initial term of service will begin June 1, 2014
- **Committee Leadership:** The Committee will select a Chair who will provide leadership at committee meetings and be responsible for all communications with the Board of Trustees. The Chair will also work with the Chief Investment officer to determine if additional committee meetings are required.

Frequency of meetings: The Investment Committee will meet twice a year, following the end of the second quarter (June 30) and the fourth quarter (December 31). In general, the Committee will meet by conference call. The Committee will schedule additional meetings as needed in light of market changes or other incidents.

Staff Support: The work of the Investment Committee will be supported by the Foundation's Chief Investment Officer and Controller.

Expenses: The Foundation will cover all reasonable expenses for the operations of the Committee, including staff support and meeting expenses. Reasonable expenses related to training for both Committee members and staff will also be covered.

Not yet Adopted by the Butler Family Foundation Board of Trustees

Butler Family Foundation Investment Committee Members

Below are the current members of the Butler Family Foundation Investment Committee:

- Bridget E. McElroy (elected May 2014)
- Brigid M. Butler (elected May 2014)
- Patrick Butler (elected May 2014, selected as Chair May 2014)
- Peter K. Butler (Foundation Treasurer)

Recent Changes:

- None

Notes:

- Members are elected to a three-year term at the Fall Board meeting
- The Committee will select a Chair
- The Treasurer of the Foundation is a designated member of the committee