**MATHER HOMESTEAD FOUNDATION**

WHEREAS, the Board of Directors of the Mather Homestead Foundation (the “Board”, and such Foundation, the “Foundation” has voted to create a restricted endowment fund for the maintenance of the land and facilities owned by the Foundation; and

WHEREAS, the Foundation seeks to establish an endowment for this purpose in perpetuity,

NOW THEREFORE: Be it resolved that the Board hereby adopts the Mather Homestead Land and Facilities Endowment Governing Instrument as attached to this resolution, and hereby creates a subcommittee of the Board, which shall be known as an Investment Committee, to administer and manage this endowment.

Mather Homestead Land and Facilities Endowment

**DESCRIPTION**

The Mather Homestead Land and Facilities Endowment (the “Endowment”) will be a restricted Endowment whose income will be used solely for the maintenance and care of the property and facilities that may be now or hereafter owned, granted to or operated by the Mather Homestead Foundation (the “Foundation”, and such properties and facilities, the “Property”). The Endowment will be funded originally by a small number of donors but will accept donations from any future donor in any amount. All funds will be invested with the intent to grow the Endowment over time so that the income from the restricted Endowment may provide for the care and maintenance of the Property in perpetuity.

**GOVERNING INSTRUMENT**

This instrument (the “Governing Instrument”) sets forth the provisions governing Endowment to support maintenance and care of the Property, which has been established by resolution of the Board of Directors of the Mather Homestead Foundation, Inc., a Connecticut nonprofit corporation (the “Foundation”).

WHEREAS, the Foundation is an organization whose purpose is to preserve and promote

the history of the Mather Homestead, and

WHEREAS, the Board or Directors of the Foundation (the “Board” has established a subcommittee of the Board to manage the assets of the Endowment (the “Investment Committee”), and

WHEREAS, as more specifically set forth in this Governing Instrument, the Foundation shall create and maintain a separate Endowment for the purpose of funding the care and maintenance of the Property;

NOW THEREFORE:

**1. Statement of Purpose;** The purpose of the Endowment is to provide a source of

funding for the care and maintenance of the Property.

**2. Management of the Endowment.**

The Investment Committee (or if at any time there shall be none, the

Board ) shall be responsible for management of the Endowment.

**3. Administration of the Endowment.**

(a) Application of the Endowment. The Endowment’s assets shall be expended

solely to fund the maintenance and care of the Property (as defined in subparagraph (c)).

(b) Spending Rate. In order to achieve the purpose of the Endowment, the Board has determined that the Endowment shall begin to disburse funds twelve months after inception. The amount available for disbursement each year (on a twelve-month basis, beginning on the first anniversary of the Endowment’s inception) will equal an amount that is up to, but no more than, 5.75% of the rolling 3-year average asset value of the Endowment, or of the previous 12 or 24 months if 3 years of history has not been achieved as of the time of such determination.

(c) Definition: “*Maintenance and Care”* shall mean maintaining a reasonable standard of care to keep the Property in consistent shape year after year. This shall not apply to, and the amount available for disbursement shall not include, major capital improvements above and beyond the reasonable and consistent standard.

(d) Stewardship and Reporting. Each donor to the Endowment shall be provided information about the operation and impact of the Endowment. In addition, upon request, each donor to the Endowment shall be provided copies of the most recently filed information return filed with the Internal Revenue Service (currently, IRS Form 990), along with the most recently audited financial statements of the Foundation.

**4. Amendments.**

Except as otherwise provided by law, this Governing Instrument may only be amended:

1. upon the written consent of each donor who has contributed more than 15 percent of the total amount contributed to the Endowment since its creation, or (b) approval by a court of competent jurisdiction.

**INVESTMENT COMMITTEE**

(a) General Powers. The Investment Committee shall have primary responsibility for management of the Endowment. The Investment Committee may adopt such rules and regulations, to the extent not inconsistent with the Foundation’s Articles of Association, By-Laws, this Governing Instrument or the laws of the State of Connecticut, as it may deem proper for the efficient administration and management of the Investment Committee. At any time when the Investment Committee has no members, or less than two members, such powers, rights, duties, and obligations shall be held and administered by a supermajority of two-thirds vote of the Board.

(b) General Responsibilities. Each member of the Investment Committee shall

undertake the responsibility of:

(i) Reviewing investment strategy and performance of the Endowment and

advising the Board with respect to its management; and

(ii) Participating in meetings of the Investment Committee; and

(iii) Performing such other acts as shall be necessary and convenient to

effectuate the purposes of this Governing Instrument and as shall be requested by the Board from time to time.

(c) Number. The number of members comprising the Investment Committee shall be

determined, from time to time, by the Board, but in no event shall consist of less than two (2) members. The number of Investment Committee members as of the adoption of this Governing Instrument is three. All members of the Investment Committee shall be duly appointed or elected members of the Board. The Executive Director of the Mather Foundation shall serve as the Secretary of the Investment Committee in a non-voting capacity.

(d) Appointment.

(i) *Initial Appointment*: Concurrently with the passage of a resolution

establishing the Endowment and adopting this Governing Instrument, the Chair of the Board shall appoint the initial members of the Investment Committee and shall designate one such member to be the Chair of the Investment Committee, and, upon the concurrence by the Board, such individuals shall be the initial members of the Investment Committee.

(ii) *Subsequent Appointment*: At each annual meeting of the Board, the then-Chair of the Board shall, with the concurrence of the Board, appoint a then-serving member of the Board to serve as Chair of the Investment Committee and shall appoint the remaining members of the Investment Committee.

(e) Duration, Resignation and Removal.

(i) *Term:* Members of the Investment Committee appointed as herein

provided, and their successors, shall serve renewable terms of one year; provided, however, the term of office of the initial members of the Investment Committee shall begin on the date of the resolution adopting this Governing Instrument and shall end on the date of the next regularly-scheduled meeting of the Board which immediately precedes the one-year anniversary of the initial appointment.

(ii) *Resignation:* Any member of the Investment Committee may resign at

any time by delivering to the Chair of the Board written notice of his or her resignation. The resignation will become effective on the date of receipt of notice by the Chair of the Board.

(iii) *Removal:* A member of the Investment Committee may be removed, at

any time, in the discretion of the Board.

**SOURCES & STRUCTURE**

The Endowment consists of Board-designated endowment funds as well as additional endowed funds designated by donors for specific endowment purposes. The Endowment also consists of investment return accumulations on gifted and designated funds.

**RELEVANT LAW**

In Connecticut, UPMIFA (Uniform Prudent Management of Institutional Funds Act) governs the management of institutional endowment funds, including the Endowment. In its oversight of the Endowment, each of the Board and the Investment Committee intends to comply with UPMIFA and all other applicable law. The Board’s interpretation of UPMIFA is stated in the audited financial statement footnotes.