



THE COSANTI FOUNDATION

LAND USE, MASTER PLAN, AND INFRASTRUCTURE COMMITTEE CHARTER

1. General

The Board of Directors (“Board of Directors”) of The Cosanti Foundation (the “Corporation”) has authorized the creation of this Land Use, Master Plan, and Infrastructure Committee (“Committee”) to assist in matters relating to (a) management and development of multiple uses of Company lands, including agriculture, (b) master plan for construction of the Arcosanti project, and (c) planning for infrastructure needs.

2. Authority and Responsibility

The authority of Committee members shall be limited to those specific instances that may be granted in writing by the Board of Directors. The Committee shall advise in all matters requested by the Board of Directors. Individual activities beyond advice shall not be required, and, if undertaken voluntarily by Committee members, must be supervised by a Board of Directors member. Members of the Committee may be listed publicly. Members of the Committee have no fiduciary duties to the Corporation.

3. Nomination and Approval

Members shall be appointed by the Board of Directors. The nomination may include a brief biography and a list of specific reasons why this individual would be an asset to the the Corporation. Membership is effective when both (a) the nominee has been approved by the Board of Directors and (b) the nominee has accepted appointment (which may be given before or in advance of Board of Directors approval).

4. Termination of Membership

Each member of the Committee shall serve for a term of one year but may be appointed for additional terms. A Committee member may voluntarily terminate his or her service at any time and without prior notification by providing notice to the Board of Directors. The Corporation, in its sole discretion, acting by a majority of a quorum of the Board of Directors, may terminate the membership of any Committee member at any time and without prior notification, provided that the Corporation shall use good faith efforts to submit notice to the Committee member indicating the effective date of such action.

5. Scope and Limitations

Except as specifically approved by the Board of Directors, Committee members who are not employed by the Corporation may not have direct contact with employees of the Corporation and may not enter into any contractual relationship, whether written or verbal, with any vendor, client or employee of the Corporation. Committee members may not represent the Corporation in any matter unless requested in writing to do so by a Board of Directors member.

6. Committee Meetings

The Committee shall meet as needed at times and places designated by the Board of Directors. All consideration will be given to the schedules of the Committee members.

7. Officers

A Chair of the Committee shall be appointed by the Board of Directors and shall preside at meetings of the Committee and perform such other duties as shall be assigned by the Board. The Board may appoint a Vice-chair, who shall preside at meetings of the Committee and perform duties of the Chair if the Chair is unable, and a Secretary of the Committee, who shall keep minutes of all meetings of the Committee and shall file the minutes with the secretary of the Corporation. In the absence of a Secretary, the Chair or Vice-Chair is responsible for keeping minutes and shall file the minutes with the secretary of the Corporation. The officers shall serve at the pleasure of the Board for a term of one year term or until successors are appointed by the Board.

8. Subcommittees

With the approval of the Board of Directors, the Chair may, from time to time, establish subcommittees of the Committee to serve at the pleasure of the Chair. The Board of Directors must approve any member of such a subcommittee who is

not already a member of the Committee. The Chair shall designate a chair of each subcommittee, and shall prescribe its duties and responsibilities. The chair of each subcommittee shall keep or cause to be kept minutes of each meeting of the subcommittee, and shall file copies thereof with the Chair and with the Board.

9. Confidentiality Agreement

Each prospective Committee member (and subcommittee member) not otherwise bound to the Corporation's Confidentiality and Conflict of Interest Policy must sign an agreement to comply with such policies (or an agreement with respect to such matters approved by the Board of Directors) prior to his or her first membership period.