

EXHIBIT D

TRUST FOR LAND RESTORATION COMMITTEE DESCRIPTIONS

Committee Membership: With the exception of the Executive Committee, each Committee of the Board shall consist of a minimum of two (2) members of the Board of Directors (“Board”) plus such other members as the Board deems appropriate.

Standing Committees of the Board:

1) Executive Committee – shall meet as necessary and shall be composed of the officers of the organization as duly elected from time to time. The Executive Committee shall be empowered to act on behalf of the Board when action by the Board is required at times when a full Board meeting cannot be convened. Unless a separate committee is appointed, the Executive Committee shall function as a personnel committee, and shall be specifically empowered to address all issues related to the drafting and recommendation of personnel policies, conducting executive director annual performance review, reviewing staff job descriptions and making executive director salary recommendations. Notwithstanding the foregoing, no decisions regarding the acquisition or disposal of any interest in real property that raises issues of environmental liability may be made by other than the Board of Directors.

2) Conservation Committee – shall meet as necessary and shall be empowered to: create and recommend for adoption to the Board policies and protocols related to the acquisition of interests in real property; review and recommend demonstration projects to the Board; negotiate and draft documents with respect to projects approved by the Board; review and advise staff on due diligence matters with respect to acquisition of real property interests approved by the Board; make recommendations as to the advisability of purchasing environmental liability insurance for particular projects; and provide oversight with respect to project completion and stewardship. In addition, the Conservation Committee shall review and advise the Board on issues related to conservation easement amendments and violations. The Conservation Committee shall have one subcommittee, the Technical Subcommittee.

Technical Subcommittee – shall meet as necessary and shall be comprised of those members of the Board and/or the Advisory Board who have scientific or other background pertaining to the identification and remediation of hazardous sites. The Technical Subcommittee shall be charged with providing oversight and counsel relative to projects that contain issues associated with hazardous materials; shall review environmental assessment reports for completeness and qualification under ASTM standards; and shall review and comment upon any scoping studies, remediation plans or other similar projects undertaken by TLR. If a party not commissioned by TLR prepares an EA, the EA will be referred to the Technical Subcommittee for review and comment. The Technical Subcommittee shall determine if a site visit or other due diligence must be performed to verify the adequacy of the EA.

3) Legal Committee – shall meet as necessary and shall be comprised of attorneys serving on the Board or the Advisory Board; shall be empowered to review, revise and recommend for approval to the Board contracts, protocols, articles or other publications of a legal nature to be published by TLR, scoping agreements and the like. The Legal Committee shall provide advice and assistance to the Executive Director on the organization’s corporate matters, including maintaining required 501(c)(3) filings with the Secretary of State and updating bylaws and articles of incorporation as necessary, as well as providing advice to the Executive Director and board members regarding the organization’s mission, bylaws, operating policies, personnel policies and insurance policies. The Legal Committee shall be charged with providing oversight to staff on project selection and implementation.

4) Financial Committee – shall meet quarterly and shall be charged with oversight of the financial affairs of the organization. The Treasurer of the organization shall serve on the Financial Committee. The Committee shall review profit and loss, balance sheets and year-to-date budget analyses on a quarterly basis; shall assist staff in preparation of an annual budget; shall assist staff in developing conservation easement endowment calculations; shall prepare short and long term strategies for generating income for the organization; shall review appraisals for property acquisitions or approve a lesser indication of value when appropriate; shall approve deviations from TLR’s adopted budget, and shall recommend to the Board funds investment, check writing and other financial policies. The Committee shall report to the Board the results of its work at each meeting of the Board.

Ad Hoc Committees of the Board: The Board is empowered to create ad hoc committees as needed to further the mission of TLR.