

**The Nature Conservancy**  
**FSC Group Certification Program**  
Memorandum of Agreement

THIS MEMORANDUM OF AGREEMENT is made this 16th day of September, 2025 (the “Effective Date”), by and between THE NATURE CONSERVANCY (“TNC”) and THE BETHLEHEM AUTHORITY (“Authority”) (individually a “Party” or collectively the “Parties”).

Whereas, TNC is qualified as a public charity under Section 501(c)(3) of the United States Internal Revenue Code (the “Code”), whose mission is to conserve the lands and waters on which all life depends; and

Whereas, TNC manages a FSC Forest Certificate as it establishes compliance with TNC’s Compatible Human and Economic Uses SOP (the “SOP”);

Whereas, Climate change is one of the biggest environmental, societal, and economic challenges of modern time, and some of the most effective solutions to addressing climate change lie within land and forests; and

Whereas, natural climate solutions (conservation, restoration, and improved land management) increase carbon sequestration and storage and avoid greenhouse gas emissions in landscapes across the U.S.; and

Whereas, forests represent the greatest opportunity to address climate change through natural solutions and have the potential to store more greenhouse gas through healthy, sustainable forest management practices; and

Whereas, the Authority property, the Tunkhannock and Wild Creek tracts (“Property”) depicted on Appendix A (the “Properties”), and owned and managed by the Authority, which is forestland with timber, ecological, and community benefits; and,

Whereas, TNC and the Authority both desire to ensure good, ecologically sound management of forestlands in which they have an ownership or management interest and which they intend to maintain as economically productive; and,

Whereas, TNC established a Group Certificate (“TNC Group”) under the FSC to assess and aggregate various properties to ensure conformance with the standards established by FSC with the expressed purpose of achieving FSC certification; and,

Whereas TNC serves as the FSC required Group Manager pursuant to its Standard for Group Entities FSC-STD-30-005 V2-1 to manage Group Certificates; and

Whereas The Authority similarly desires and intends to have the Property certified as a well-managed forest under the FSC standards and wishes to continue as a member of the TNC Group;

Now Therefore, the Authority and TNC agree to this Memorandum of Agreement (“MOA”) which sets out the terms and expectations of enrollment of Property(ies) into the TNC Group under the FSC group certificate as follows:

**Property(ies):**

A map of the Property(ies) included in the TNC Group is attached hereto as Appendix A.

**Term:**

The term of this agreement is for a period of five (5) years commencing on the Effective Date of this MOA (the “Term”). Either the Group Member (hereinafter defined) or the Group Manager (hereinafter defined) may terminate the agreement upon 60 (sixty) days written notice filed to the address of record. Both Parties agree that the termination of the MOA will cause the Property to be removed from the TNC Group of FSC certified properties.

**Structure:**

The TNC Group is managed as a collaboration between the Group Manager and the Group Members. It is intended to fit within the highly decentralized organization of The Nature Conservancy, while still ensuring a direct, authorized, and responsible entity as the certificate holder.

Ultimate responsibility for meeting the requirements of the FSC Principles and Criteria for Forest Stewardship and the FSC Regional Standards lies with the Group Manager. Group Manager has final authority over the decision of which properties are eligible to become members under the certificate and responsibility for ensuring that the standards of the program (both FSC Standard and TNC Group Rules) are met and followed by those already included.

**Group Manager:**

As of the Effective Date, the TNC-FSC Group Managers are: Tina Hall and Stuart Hale, however, signing authority per TNC policy, is the lead of the American Forest Carbon Initiative:

Name: John Gunn

Address: The Nature Conservancy  
4245 North Fairfax Drive, Suite 100  
Arlington, Virginia 22203-1606  
Email: john.gunn@tnc.org



**Group Member:**

As of the Effective Date, the contact for Group Member Bethlehem Authority is: Stephen Repasch, Executive Director.

Address: 10 East Church Street, Room B-311, Bethlehem, PA 18018, USA

Email address: [srepasch@bethlehem-pa.gov](mailto:srepasch@bethlehem-pa.gov)

**Group Member Authorized Agent for on-ground forestry work:** As of the Effective Date, the Group Member Authorized Agent is: No Authorized Agent

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**Delegation to the Group Member:**

The Group Manager and the Group Member are both integral parts of TNC's Group Certificate and are equally responsible for ensuring quality control. The Group Manager may delegate to the Group Member, who is responsible for the Property, various items needed to carry out obligations under FSC standards, provided that the Group Manager and the Group Member have executed this MOA and adhere to the processes and requirements below.

In general, the responsibilities of both the Group Manager and the Group Member are outlined in TNC's Group Certification Rules and Policy Manual, per FSC Group Standard 2.1.a, which, has been previously provided to Group Member and receipt thereof acknowledged by Group Member by its execution of this MOA.

**Certification Process:**

The TNC Group certification process has/will proceed as follows: Note: Member: The Authority is an **EXISTING** member of the FSC Group and the below applies primarily to NEW lands the Group Member may bring into the FSC certificate.

- The Group Member will provide access to all necessary documents for a review of current and past operations of the Property;
- The Group Manager will provide all necessary FSC and TNC Group documents to the Group Member.
- The Group Manager will meet with the Group Member and the forest manager(s) to review the FSC standards and other TNC requirements, to assess the current standing of the Group Member (and all related properties) both from a performance and a systems-based perspective, and to identify areas that may need to be modified before Property(ies) can be added to the TNC Group.
- If the Group Member wishes to proceed with the certification process, they must make a concerted effort to address any inconsistencies and/or missing components identified by the Group Manager;
- When the Group Manager determines that the property is qualified to be included in the TNC Group, Group Manager will notify FSC;
- The FSC may require a site audit, and inclusion within the TNC's group certificate may include conditions from FSC based on the audit;
- Once all conditions are satisfied, the Group Manager will notify the Group Member that the property is included in the TNC Group.

**Responsibilities of the Parties/Consent:**

The Group Member agrees to:

- Manage the Property in conformance with the FSC Principles and Criteria and the applicable FSC Regional Standards as may be amended from time to time during the Term of this MOA;
- Manage in conformance with the TNC chain of custody document and follow the Group Managers instructions on Trademark usage;
- Commit to follow the Group Rules and Policies identified in TNC's Group Certification Group Rules and Policies document, and any amendments thereto during the Term of this MOA; and the terms of this MOA;
- Provide reasonable access to all parts/units of the Property to the Group Manager or trained regional staff at a mutually convenient time as defined by the Group Manager and the Group Member;
- Declare that the management unit(s) the Group Member is bringing into the Group are not included in another FSC Certificate;
- Provide any documents or other material to the Group Manager which is necessary to monitor the suitability for the Property to remain in the TNC Group;
- Notify the Group Manager within 30 days of any changes to management structure, staffing, or properties in the TNC Group; and,
- Allow the Group Manager to apply for TNC Group certification on the Group Member's behalf.
- Recognize and agree that the Group Manager is the main contact for the certificate.

**The Group Manager agrees to:**

- Provide the documents necessary for the Group Member to understand the requirements of TNC Group certification including the FSC standard and TNC Group Rules and Policy Document;
- Complete a Gap Analysis process, to assess the Group Member's certifiability;
- Carry out periodic visits to the Property(ies) to ensure continued adherence to FSC standards and TNC requirements;
- Limit the distribution of sensitive information beyond the Group Manager and the assessors or the private TNC SharePoint (Connect) site;
- Strive for maximum efficiency in consideration of the Group Member's time and resources;
- Notify the Group Member of any changes to FSC requirements, or TNC Group structure;
- Will review with the Group Member all rules, roles, and important documents such as the TNC Rules and Policies, TNC Overview, and Appendix B – attached – the Explanation of the Certification Body's Evaluation Process.
- Outline the general players in the audit process as shown in Diagram 1.

**Rights of Access:**



The Group Manager, the Certifying Body (auditor), ASI (the auditors accreditor) and or FSC staff shall maintain a right of access to all lands participating in TNC's Group certification program and the Authority hereby authorizes such access during the Term. In general, the above agents will only visit Group Members after proper notification to the Group Manager and with an accompanying Conservancy representative. During the audit period, the above agents - Group Manager, Certifying Body, ASI, and FSC staff – also have access to documents that are used as evidence within the certification process. All documentation is treated as confidential.

**Public Information:**

TNC is committed to transparency in its processes and FSC certification results, while respecting proprietary and sensitive information. The Authority acknowledges and agrees that a summary, required for all certified operations, may be made public. The public summary will include:

- name of property owner, contact information, and location of property;
- background and type of operation;
- forest type and land use history;
- size of management units;
- special management areas;
- annual allowable cut;
- description of management plan or management system;
- environmental and socio-economic context;
- products produced and chain-of-custody;
- estimate of annual volumes;
- description of assessment process, dates of assessment, assessment team members, peer reviewers;
- a summary of tracts visited;
- the FSC regional standard used;
- stakeholder comments; and,
- general findings, strengths, and weaknesses by FSC principle and any conditions.

**Public Summary:** After each annual audit a public summary is created that is a public facing document available on the internet. The Group Manager and the Group Member will have the opportunity to review the public summary before it is posted on the web. The auditor's accreditor - ASI or FSC staff may publish a public summary of their evaluation if applicable; and FSC will include information about the group in its database. In addition, some information will be extracted from the public summary for use in other public formats, including list of TNC FSC certified operations, lists of available certified products and volumes, etc., and the Authority is agreeable to the use of the public summary for these purposes.

**Cost:** Cost will be as shown in Exhibit 1 as an attachment to this MOA.

**Dispute Resolution:**

The Parties hereto agree to endeavor to resolve any disputes by direct communication. If the Parties disagree as to determinations made by the Group Manager, and the Parties are unable to resolve such disagreement after a good faith effort, either Party may refer the dispute to mediation by request made in writing upon the other. Within ten (10) days of the receipt of such

a request, the Parties shall select a single trained and impartial mediator. Should the Parties fail to resolve a dispute through mediation, either Party may bring an action in law or equity to resolve the dispute.

**Expiration:** All MOA's will be housed on the TNC internal intranet site (Connect) and in files with the Group Manager. All dates of expiration will be monitored as part of due diligence. However, in the unforeseen event that this MOA expires, and the Group Member is otherwise still following all other policies and practices outlines herein and in the TNC Policy Manual, Group Member will still be considered a member with the TNC-FSC Certificate. A new MOA will be entered into as soon as possible.

**Governing Law:**

This Agreement shall be governed by, and construed and interpreted in accordance with, the laws of the State of Pennsylvania without giving effect to any choice or conflict of laws provision.

**Severability:**

Any term or provision of this Agreement that is invalid or unenforceable in any situation in any jurisdiction shall not affect the validity or enforceability of the remaining terms and provisions hereof or the validity or enforceability of the offending term or provision in any other situation or in any other jurisdiction.

**Entire Agreement; Amendments:**

This Agreement constitutes the entire agreement between the Parties hereto with respect to the transactions contemplated herein, and it supersedes all prior understandings or agreements between the Parties.

**Counterparts:**

This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall be deemed to be one and the same instrument.

***IN WITNESS WHEREOF***, TNC and THE AUTHORITY have set their hands and seals the day and date first above written

THE NATURE CONSERVANCY  
By its Group Manager signature delegate

THE AUTHORITY

By: \_\_\_\_\_  
Print Name: John Gunn  
Title: U.S. & Canada Carbon Markets Dir.

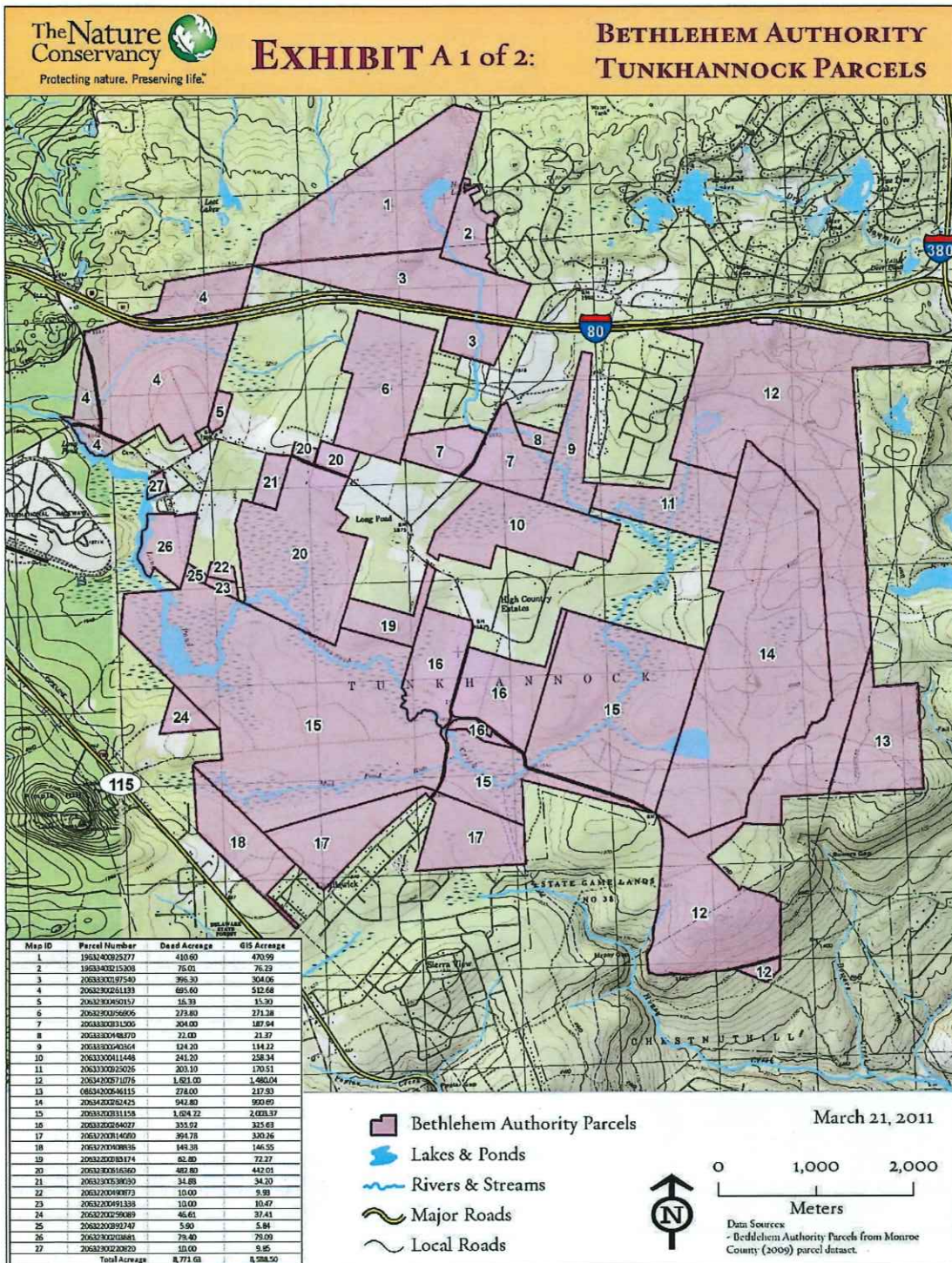
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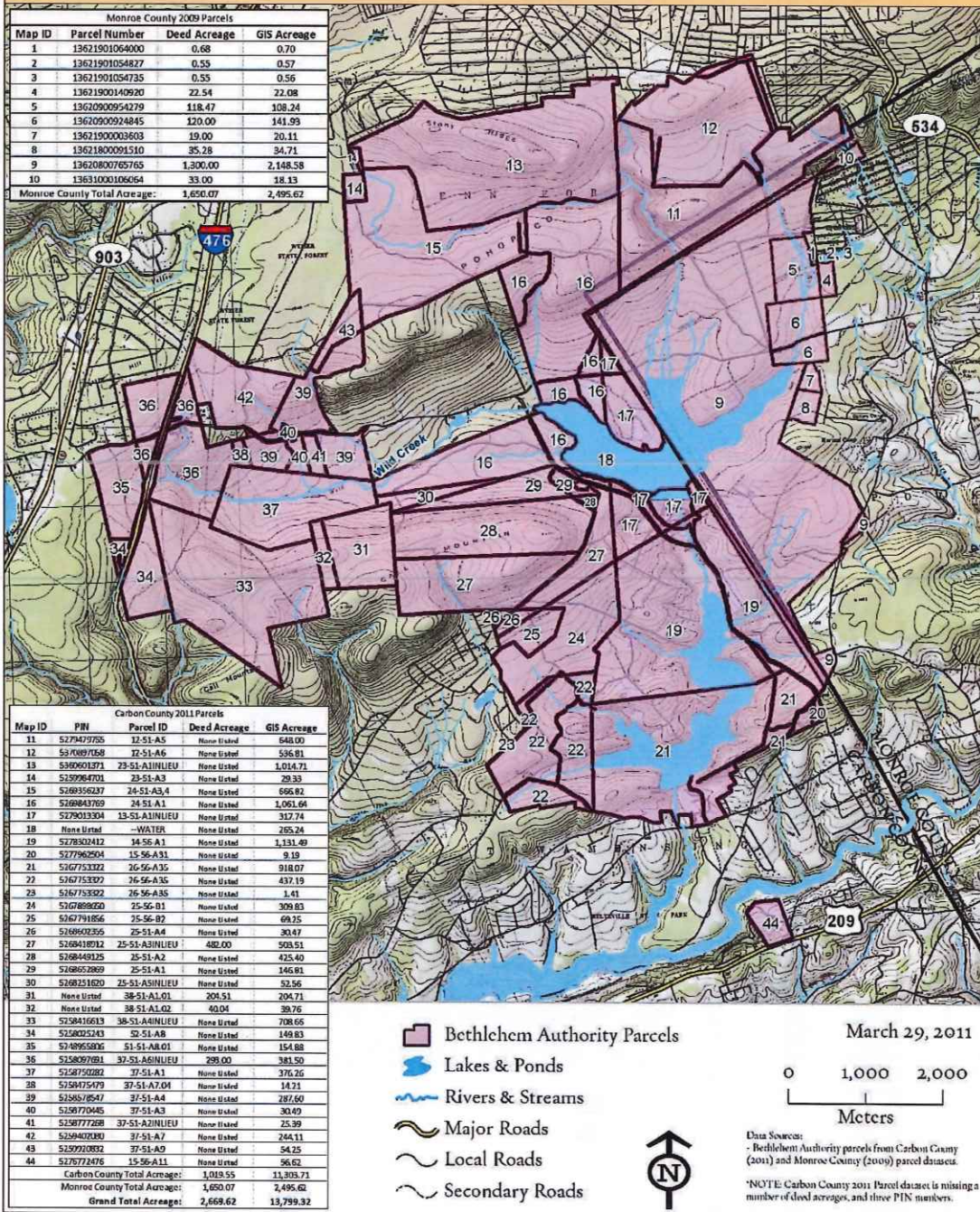
## Appendix A: Maps





# EXHIBIT A 2 of 2:

## BETHLEHEM AUTHORITY WILD CREEK PARCELS





**Exhibit #1**

**FSC Group Certification Program  
Memorandum of Agreement  
Cost**

THIS FIRST EXHIBIT TO FSC Memorandum of Agreement (MOA) ("FIRST EXHIBIT"), made by and between THE NATURE CONSERVANCY, ("TNC") and THE NATURE CONSERVANCY PENNSYLVANIA/DELAWARE BUSINESS UNIT ("PA/DE BU") (individually a "Party" or collectively the "Parties").

WITNESSETH:

WHEREAS, TNC and PA/DE BU entered into that certain Memorandum of Agreement dated September 16, 2025 (the "MOA"); and

WHEREAS, TNC and PA/DE BU are required to disclose costs associated with Forest Stewardship Certification. The Costs are described below.

With mutual agreement, the Costs may be adjusted or changed as necessary, and a new Exhibit created. The Cost will be invoiced in the last half of November annually.

**For Year 2025-2030:**

Flat fee per year for the combined group of 6 (six) sites including:

Bethlehem Authority,  
Lock Haven City Authority,  
Capital Region Water,  
Duncannon Borough,  
Hawk Mountain Sanctuary,  
and Pemberton Forest

\$18,000

## Appendix B

### Players and How Certification Body's Evaluation Process Works

#### Highest Level:

- FSC:** Staff and Members (representing 1. Environment, 2. Social and 3. Economic Chambers) – Create and update FSC standards
- AFI:** **Accreditation Services International (ASI)** has accredited responsibility to audit and accredit the various Certifying Bodies (CB's) that **PERFORM** the annual audits.
- Preferred by Nature:** is TNC's certification body issuing Forest Management, and Chain of Custody certification to the TNC Group. Note that all CB's must follow 2 standards created to judge their abilities:
- FSC-STD-20-006 Stakeholder consultation for forest evaluations
  - FSC-STD-20-007 Standard for Forest Evaluation

#### Our Group Level:

- Group Manager:** The Group Manager (Group Entity) are the staff that manage the certificate for TNC. Each year their Group Management is audited to a Group Management Standard – created by FSC and audited as part of fall audits by Preferred by Nature.
- FSC-STD-30-005 V2-1
- FMU's:** FMU's are the individual Forest Management Units that are audited on a 5-year cycle. Usually between 7-10 FMU's are on-the-ground audited every year. Some FMU's are audited every year due to their size classification.
- FSC-STD-USA-1.1-2019

#### Process:

Winter Months: The Group Manager offers at least once-a-month Zoom trainings on a variety of topics applicable to the Group, often as panel discussions led by member of the Group.

Late Spring into Summer: The Group Managers are required to perform several internal site audit visits to FMU's. The number and type of FMU's are based on a calculator gaged to criteria within the Group Standard. The Group Manager goes over criteria and indicators, especially chemical use, and visits units on the FMU based on activity.

Spring-Summer: The Preferred by Nature auditor contacts TNC with the list of criteria and indicators from the Forest Management standard to be audited for the year and the FMU's to be audited. Schedules begin to be made.

There are some criteria and indicators audited every year and the rest on a rotation of every 5 years. The fifth year – is a



reassessment year and the entire FSC standard is audited at that time. The auditors want to see written, hear an FMU say, and see evidence on the ground for FSC criteria and indicators – a triangulation of evidence. TNC uses the Microsoft platform SharePoint called Connect to house written evidence for FMU members.

Summer: Data Collection for the entire Group: All FMU's are expected to fill out all Google request forms sent by the Group Managers on several topics, these include:

- Annual Monitoring Data
- Annual Summary of Activity Data
- Future Annual Operations Estimations
- Classifying Activity on FMU as Active or Inactive
- Chemical Use Data – and required ESRA, Chemical use logs, and memo.
- Forest Classification Data
- Conformance Matrix Data.
- Refresh and updating of Evidence on Connect.

Fall Audits: The Group Manager will be audited to the Group Standard. This is a yearly audit. The Group Standard evidence is also housed on Connect. For individual FMU's, the CB will begin by asking for stakeholders contact and if there have been any disputes – following their Standard 006 (above). They then will set Zoom introduction audits with individual FMU's that were selected for audits in that year. Some of the audited criteria will be covered during the Zoom audit portion. The auditors will also determine what they want to see during the on-the-ground portion of the audit. Auditors are looking for evidence on the Connect site, so it is important that all information is summarized and updated by this time.

Next auditors will conduct field audits, usually focusing on recent activity such as forestry, road building, landings, culvert, and bridge work, and invasives and restoration. Note that along with the CB, FSC staff and the CB accreditor ASI may also come on a field audit (although this is a rare occurrence). Auditors will end the audit cycle with a closing meeting and summarize likely findings such as Observations and Non-Conformance against evidence presented. While the audit is still open both the Group and FMUs can continue to provide evidence. Once the audit is closed, the auditors will take about a month to do a draft write up of findings. The Group then is presented with a draft and can comment and/or clear up misinformation or miscommunications.

The auditor then creates the final document which becomes public and can be viewed via a link on-line to the general public.

Note there is a set, guided-by documents process to bring new members into the Certificate and TNC's Rules and Policies, Overview, and MOA documents are all used and reviewed.



Diagram 1. Players

