

# **The Nature Conservancy**

## **FSC Group Certification Program**

### **Memorandum of Agreement**

Whereas, the Nature Conservancy (“TNC”) and Bethlehem 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, the Tunkhannock and Wild Creek tracts (“property”), owned and managed by Bethlehem Authority, is forestland with timber, ecological, and community benefits; and,

Whereas, TNC’s Group Certificate (“TNC Group”) was established by The Nature Conservancy to assess and assure management of various properties which are in conformance with the standards established by the Forest Stewardship Council (“FSC”) with the expressed purpose of achieving FSC certification; and,

Whereas Bethlehem Authority similarly desires and intends to have the property certified as a well-managed forest under the FSC guidelines;

Therefore, the Bethlehem Authority and the TNC Group agree to this Memorandum of Agreement, which sets out the terms and expectations of enrollment of properties under the FSC group certificate.

#### **Properties:**

A list of the properties included in the TNC Group is attached as Appendix A.

#### **Term:**

The term of this agreement is for five years from the date of the agreement. Either the Group Member or the Group Manager 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 TNC’s pool of 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 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. (S)he 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 are met by those already included.

At the current time, the Group Manager is Josh Parrish with a Business Office of:  
2101 North Front Street  
Building #1 Suite 200  
Harrisburg, PA 17110.

**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 as appropriate various items needed to carry out his/her obligations under FSC, provided that the Group Manager and the Group Member have executed this MOA and adhere to the following processes and requirements.

In general, the responsibilities of both the Group Manager and the Group Member are outlined in TNC's Group Certification policy document. Specific responsibilities may be amended from time to time by mutual consent. All changes will be in writing.

For the purposes of this MOA, the Group Member is Bethlehem Authority, whose address of record is: 10 East Church Street, Room B-311, Bethlehem, PA 18018, USA. Telephone: 610-865-7090.

Bethlehem Authority is authorized to make management decisions for the property. Forest management of the actual property may be further delegated by the Group Member to consulting foresters or resource professionals who meet the general descriptions outlined in the TNC's Group Certification Policy document.

**Certification Process:**

The certification process has/will proceed as follows:

- The Group Member will provide access to all necessary documents for a review of current and past operations;
- The Group Manager will provide all necessary FSC and 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 need to be modified before the property(ies) can be included in the certified pool.
- If the Group Member wishes to proceed with the certification process, they must make a concerted effort to address any gaps identified by the Group Manager;
- When the Group Manager determines that the property is qualified to be included in the certified pool, (s)he will notify the certifier (NEPCon);
- The certifier may require a site audit, and inclusion within the TNC's group certificate may include conditions from the certifier;
- The Group Member will sign an MOA with the Group Manager (this may happen earlier in the process);

- Once all conditions are satisfied, the Group Manager will notify the Group Member that the property is included in its certified pool.

### **Consent:**

The Group Member agrees to:

- Manage the property in conformance with the FSC Principles and Criteria and the applicable FSC Regional Standards;
- Abide by the policies identified in TNC's Group Certification Policy Manual and by the terms of the MOA;
- Provide reasonable access to all parts 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;
- Provide any documents or other material to the Group Manager which is necessary to monitor the suitability for the property to remain in the certified pool;
- Notify the Group Manager within 30 days of any changes to management structure, staffing, or properties in the certified pool; and,
- Allow the Group Manager to apply for certification on its behalf.

The Group Manager agrees to:

- Provide the documents necessary for the Group Member to understand the requirements of certification;
- Complete a Gap Analysis process, to assess the Group Member's certifiability;
- Carry out periodic visits to ensure continued adherence to FSC standards and TNC requirements;
- Limit the distribution of sensitive information beyond the Group Manager and the assessors;
- Strive for maximum efficiency in consideration of the Group Member's time and resources; and,
- Notify the Group Member of any changes to FSC requirements, Group structure, or TNC Group Certification policy documents.

### **Rights of Access:**

The FSC certifiers maintain a right of access to all lands participating in the TNC's Group certification program. In general, NEPCon assessors will only visit Group Members after proper notification of the Group Manager and with an accompanying Conservancy representative.

### **Public Information:**

The FSC is committed to transparency in its processes and certification results, while respecting proprietary and sensitive information. A public summary is required for all certified operations, which includes:

- 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.

The Group Manager and the Group Member will have the opportunity to review the public summary before it is posted on the web. In addition, some information will be extracted from the public summary for use in other public formats, including list of certified operations, lists of available certified products and volumes, etc.

**Cost:** Certification costs are covered by The Nature Conservancy in Pennsylvania and Delaware.

#### **Dispute Resolution:**

**Mediation.** If the parties disagree as to determinations made by the Group Manager, and the parties are unable to resolve such disagreement, 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.

**Arbitration.** In the event that the parties are unable to agree upon a mediator or otherwise fail to resolve their disagreement through mediation, then either party may request arbitration.

**Binding Agreement:**

This is a binding agreement between The Nature Conservancy and the Bethlehem Authority. At the time of this agreement, TNC's Group Manager was Josh Parrish, who is authorized to make decisions on behalf of TNC. The MOA and the associated TNC Group Certification policy document can be changed only with the agreement of both parties. We agree to the above terms and affirm that we are authorized to sign on behalf of our respective organizations.

Landowner/Manager

The Nature Conservancy

Signature: \_\_\_\_\_

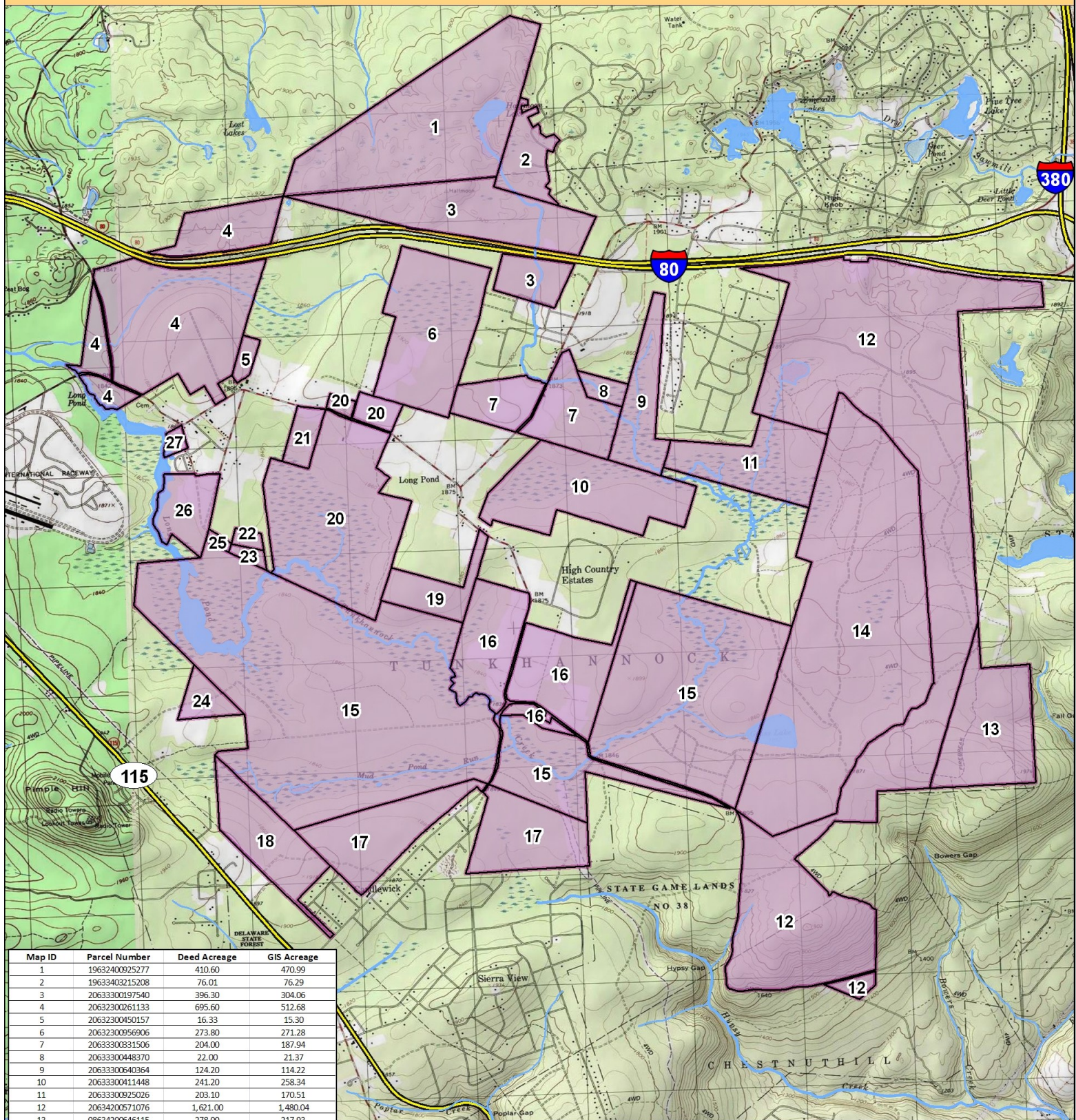
Signature: \_\_\_\_\_

Title: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

Date: \_\_\_\_\_



Map ID	Parcel Number	Deed Acreage	GIS Acreage
1	19632400925277	410.60	470.99
2	19633403215208	76.01	76.29
3	20633300197540	396.30	304.06
4	20632300261133	695.60	512.68
5	20632300450157	16.33	15.30
6	20632300956906	273.80	271.28
7	20633300331506	204.00	187.94
8	20633300448370	22.00	21.37
9	20633300640364	124.20	114.22
10	20633300411448	241.20	258.34
11	20633300925026	203.10	170.51
12	20634200571076	1,621.00	1,480.04
13	08634200646115	278.00	217.93
14	20634200262425	942.80	990.69
15	20632300331158	1,624.22	2,003.37
16	20632300264027	355.92	325.63
17	20632200814080	394.78	320.26
18	20632200408836	149.38	146.55
19	20632200985174	62.80	72.27
20	20632300616360	482.80	442.01
21	20632300538030	34.88	34.20
22	20632200490873	10.00	9.93
23	20632200491338	10.00	10.47
24	20632200259089	46.61	37.41
25	20632200392747	5.90	5.84
26	20632300203881	79.40	79.09
27	20632300220820	10.00	9.85
Total Acreage		8,771.63	8,588.50

- Bethlehem Authority Parcels
- Lakes & Ponds
- Rivers & Streams
- Major Roads
- Local Roads

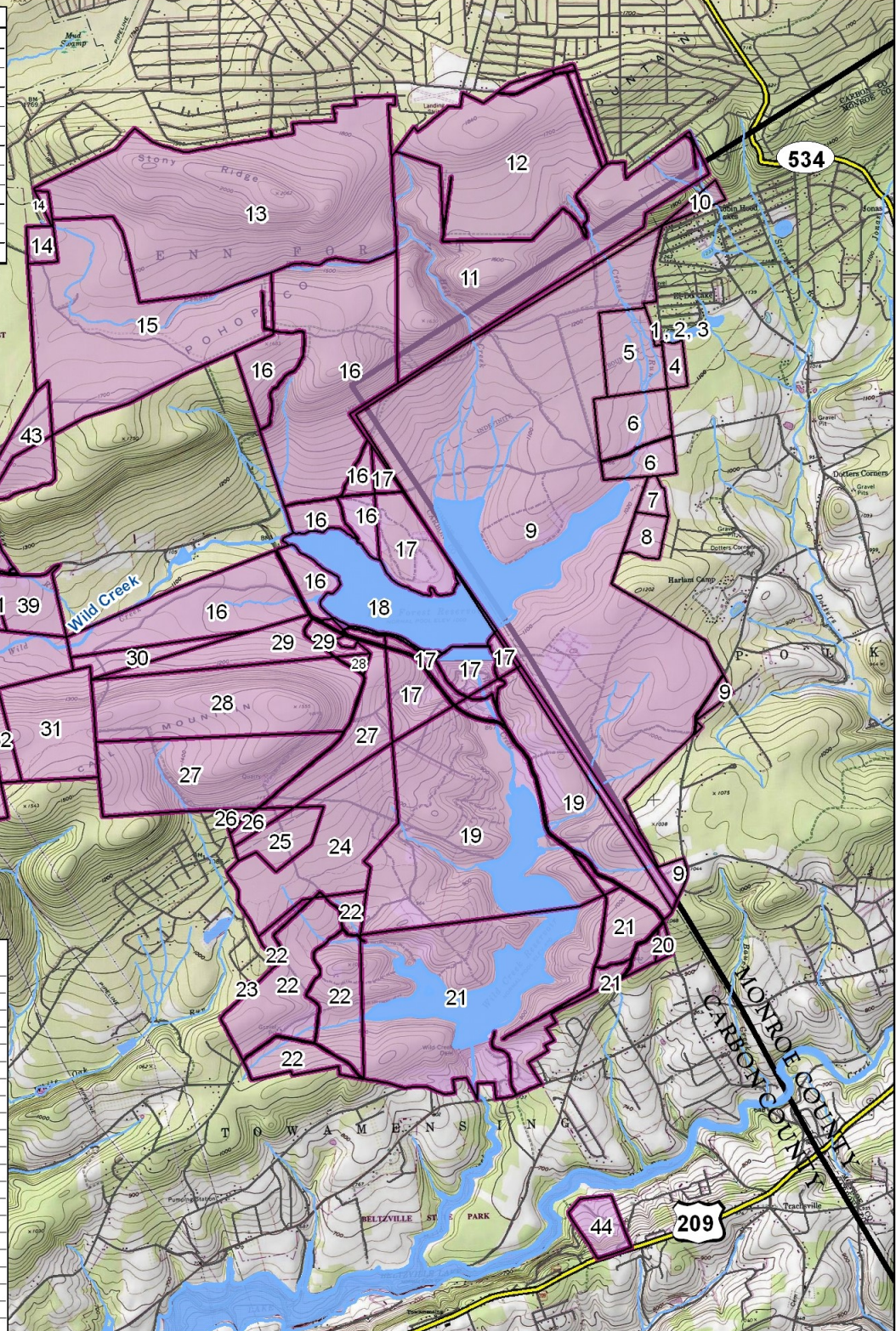
March 21, 2011

0 1,000 2,000  
Meters

Data Sources:  
- Bethlehem Authority Parcels from Monroe County (2009) parcel dataset.

Map ID	Parcel Number	Deed Acreage	GIS Acreage
1	13621901064000	0.68	0.70
2	13621901054827	0.55	0.57
3	13621901054735	0.55	0.56
4	13621900140920	22.54	22.08
5	13620900954279	118.47	108.24
6	13620900924845	120.00	141.93
7	13621900003603	19.00	20.11
8	13621800091510	35.28	34.71
9	13620800765765	1,300.00	2,148.58
10	13631000106064	33.00	18.13
Monroe County Total Acreage:		1,650.07	2,495.62

Map ID	PIN	Parcel ID	Deed Acreage	GIS Acreage
11	5279479755	12-51-A5	None Listed	648.00
12	5370897058	12-51-A6	None Listed	536.81
13	5360601371	23-51-A1INLIEU	None Listed	1,014.71
14	5259984701	23-51-A3	None Listed	29.33
15	5269356237	24-51-A3,4	None Listed	666.82
16	5269843769	24-51-A1	None Listed	1,061.64
17	5279013304	13-51-A1INLIEU	None Listed	317.74
18	None Listed	--WATER	None Listed	265.24
19	5278302412	14-56-A1	None Listed	1,131.49
20	5277962504	15-56-A31	None Listed	9.19
21	5267753322	26-56-A35	None Listed	918.07
22	5267753322	26-56-A35	None Listed	437.19
23	5267753322	26-56-A35	None Listed	1.41
24	5267898650	25-56-B1	None Listed	309.83
25	5267791856	25-56-B2	None Listed	69.25
26	5268602355	25-51-A4	None Listed	30.47
27	5268418912	25-51-A3INLIEU	482.00	503.51
28	5268449125	25-51-A2	None Listed	425.40
29	5268652869	25-51-A1	None Listed	146.81
30	5268251620	25-51-A5INLIEU	None Listed	52.56
31	None Listed	38-51-A1.01	204.51	204.71
32	None Listed	38-51-A1.02	40.04	39.76
33	5258416613	38-51-A4INLIEU	None Listed	708.66
34	5258025243	52-51-A8	None Listed	149.83
35	5248955806	51-51-A8.01	None Listed	154.88
36	5258097691	37-51-A6INLIEU	293.00	381.50
37	5258750282	37-51-A1	None Listed	376.26
38	5258475479	37-51-A7.04	None Listed	14.21
39	5258578547	37-51-A4	None Listed	287.60
40	5258770445	37-51-A3	None Listed	30.49
41	5258777268	37-51-A2INLIEU	None Listed	25.39
42	5259402080	37-51-A7	None Listed	244.11
43	5259920832	37-51-A9	None Listed	54.25
44	5276772476	15-56-A11	None Listed	56.62
Carbon County Total Acreage:			1,019.55	11,303.71
Monroe County Total Acreage:			1,650.07	2,495.62
Grand Total Acreage:			2,669.62	13,799.32



Bethlehem Authority Parcels

Lakes & Ponds

Rivers & Streams

Major Roads

Local Roads

Secondary Roads



March 29, 2011

0 1,000 2,000

Meters

Data Sources:  
- Bethlehem Authority parcels from Carbon County (2011) and Monroe County (2009) parcel datasets.

\*NOTE: Carbon County 2011 Parcel dataset is missing a number of deed acreages, and three PIN numbers.