

The Nature Conservancy
FSC Group Certification Program
Memorandum of Agreement

Whereas, the Nature Conservancy, a Washington D.C. non-profit corporation with a local office at 210 25th Avenue N, Suite 810, Nashville, TN 37203 (“TNC”) and University of the South, 735 University Avenue Sewanee, Tennessee 37383-1000 (“Sewanee”) 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 Domain (property), owned by Sewanee and managed by the Office of Environmental Stewardship and Sustainability (OESS) (Sewanee and OESS collectively referred to herein as “OESS”), 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 Sewanee (owner) similarly desires and intends to have the property certified as a well-managed forest under the FSC guidelines;

Therefore, the OESS 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.

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 Fran Raymond Price whose address of record is: The Nature Conservancy, 11 Birch Avenue, Princeton, NJ 08542 (t) 202-841-4875; fprice@tnc.org

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 Sewanee, whose address of record is: 735 University Avenue Sewanee, Tennessee 37383-1000

Dr. Amy Turner is authorized to make management decisions for the Domain (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 (Rainforest Alliance);
- 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 (Small Low Intensity Managed Forests);
- 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, Rainforest Alliance 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:

The cost to Sewanee will be \$10,500 for the first year of certification (CY 2019) and approximately \$500 in years thereafter (when the property is not part of the audit, when property is audited, which is expected to be every 2-3 years, the fee will be \$1,500). Payment is due before certification. Sewanee has contract in place with TNC to pay for joining the TNC group FSC certificate (CY 2019).

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.

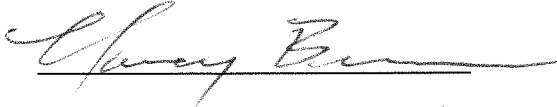
Arbitration. In the event that the parties are unable to agree upon a mediator or otherwise fail to resolve their disagreement through mediation, then either party may request arbitration.

Binding Agreement:

This is a binding agreement between The Nature Conservancy and Sewanee. At the time of this agreement, TNC's Group Manager was Fran Raymond Price, 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.

The University of the South

The Nature Conservancy



Nancy Berner, Provost



Fran Raymond Price, TNC Group Manager

11.5.19

Date

11 / 14 / 2019

Date