



Charter of the Forest Biomass Transportation Incentive Program Steering Committee

Effective Date: December 2018

In July 2018, the American Forest Foundation (“AFF”) was awarded a California Climate Investment (“CCI”) Forest Health grant from CAL FIRE to reduce the likelihood of unnaturally large and severe wildfire occurring on non-industrial private forest (“NIPF”) land and in so doing protect both water quality and minimize greenhouse gas emissions from the inevitable fires. The project seeks to empower NIPF landowners by providing both technical and financial assistance in targeted geographies and promises to reduce risk/restore fire resiliency across more than 42,000 acres in the nine-county program area.

A core component of AFF’s CCI-funded work is the establishment of a Forest Biomass Transportation Incentive (“FBTI”) program designed to reimburse NIPF landowners for a portion of the cost to transport woody biomass byproducts from forest treatments on their land to BioRAM facilities across the project area. In order to assist AFF in its implementation of the FBTI, AFF hereby establishes the Forest Biomass Transportation Incentive Program Steering Committee (the “Steering Committee”), whose operation and conduct shall be governed by this Charter, as amended from time to time.

ARTICLE I

Name. The name of the committee is the Forest Biomass Transportation Incentive Program Steering Committee.

Location of Principal Office. The principal office of the Steering Committee shall be collocated with the AFF West Coast office, or such other location as may be deemed appropriate by AFF.

Purpose. The Steering Committee is a chartered committee established and maintained at the sole discretion of AFF. The Steering Committee’s purpose is to assist AFF and its staff by providing strategic direction and technical guidance for AFF’s design and implementation of the FBTI.

Specifically, the Steering Committee assists AFF and its staff in the following ways:

- Provide advice and counsel to AFF staff on matters relating to the implementation, and modification as appropriate, of the FBTI program.
- Serve as a voice for the FBTI with networking activities that target key partners, stakeholders, and funders in collaboration with AFF staff.
- Recommend course corrections, as needed. Examples of potential course corrections

that may be considered include:



- Adjusting \$/BDT incentive if there is not active participation;
- Extending maximum transport distance to ramp up participation;
- Adding additional counties to program area; and
- Determine participation criteria by industrial forest landowners (should they exceed 20% participation target).

Program Area. A nine-county region makes up the FBTI program area; Shasta, Lassen, Tehama, Butte, Plumas, Yuba, Sierra, Nevada and Placer counties, California.

ARTICLE II

Membership. Membership in the Steering Committee is strictly a voluntary commitment. There shall be seven members on the Steering Committee, each of whom shall serve two-year terms and until their successors are elected. Unless approved by unanimous consent, a Member may not serve more than two consecutive full terms and will not be eligible for re-appointment until one year has elapsed since the Member's last term.

Initial Members of the Steering Committee shall be selected and appointed by AFF. Thereafter, the Steering Committee Nomination Committee, with the approval of the Steering Committee itself, shall identify and recruit prospective new members, forwarding the names of those nominees it identifies as being capable and willing to serve on the Steering Committee. AFF shall then review the names and experience of such prospective member and if deemed appropriate and willing, shall appoint any such individual as a new Member of the Steering Committee.

Composition. The Steering Committee shall be comprised of seven members, with members ideally selected to represent a diversity of stakeholder groups with individual members from each of the following:

- conservation NGOs;
- Registered Professional Foresters (RPFs);
- local government/fire safe councils;
- NIPF landowner associations;
- state regulatory agencies;
- biomass plants; and
- forest-products associations.

One member of the Steering Committee at all times shall be an AFF staff member, and whom shall serve as Chair of the Steering Committee. It is critical that Members have knowledge of sustainable forest management.

Removal. If a Member is unable to attend at least two meetings in person or via conference call within a twelve-month period, the Chair may request that the Member resign from the Steering Committee.



ARTICLE III

Authority. The Steering Committee is an advisory panel only and has no authority over AFF, its staff, partners, or any aspect of the FBTL.

Voting. It shall take a minimum of 50% of those Members present to approve any action of the Steering Committee.

Quorum. The presence of 50% of the Members currently in office shall constitute a quorum.

Officers. The Officers of the Steering Committee are the Chair, Vice-Chair, and Secretary. The Chair will be an AFF staff member, appointed by AFF. Vice-Chair and Secretary will be elected by a vote of the Steering Committee.

Election and Term of Office. The Officers are elected by the Steering Committee from amongst membership of the Steering Committee for a full one-year term of office. It will be the annual responsibility of the Nominations Committee to select for potential election a new Vice Chair and Secretary.

Officer Duties. The Officers perform those duties that are usual to their positions. In addition, the Chair, as the principal officer of the Steering Committee, presides at meetings of the Committee, and is a member ex-officio of any committee established by the Steering Committee. The Vice-Chair acts in place of the Chair when the Chair is not available. The Secretary is the recording officer of the Steering Committee, responsible for minutes, records, notices, etc.

Vacancies. If a vacancy occurs among the Officers for any reason, the Steering Committee may fill the position for the unexpired portion of the term with a simple majority vote.

Nominations Committee. Each year the Chair shall establish a three-person Nominations Committee to prepare a list of nominations to fill Member seats as terms expire or as vacancies need to be filled.

Other Committees. The Chair shall appoint, with the concurrence of the Steering Committee, individuals to serve on other committees, including but not limited to, the Nominations Committee.

Administration Support. AFF staff will provide comprehensive administration support to allow the Committee to focus on strategic objectives of the FBTL.

ARTICLE IV

Meetings. Meetings of the Steering Committee are called by the Chair. The Committee shall



meet at least quarterly (four times a year) on a consistent, recurring schedule. Notice of a meeting of the Steering Committee, specifying the business to be conducted, shall be provided to the Members ideally no less than 15 days in advance of a meeting. Members may participate in meetings via conference call or other means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in-person at the meeting.

Meeting Minutes. Minutes of each meeting will be generated by the Secretary with support from AFF staff. Draft meeting minutes will be presented to the full Committee for approval. Once approved, meeting minutes can be posted on the My Sierra Woods website.

Compensation. Members shall serve without compensation. Members may be reimbursed for actual travel expenses. Requests for reimbursement must be made in writing prior to being incurred and are reimbursable at the sole discretion of the Chair.

Conflicts of Interest. Each Member shall promptly disclose in writing to the Steering Committee any circumstance that may reasonably be considered to constitute a conflict of interest with the FBTI program, including but not limited to an equity position or paid position with a personal enterprise that may benefit financially from the FBTI program (excepting a relationship with AFF, which the parties recognize is engaged.) The Steering Committee may require that the Member take steps to resolve the conflict, including but not limited to recusing himself or herself from Committee discussion and decisions on matters related to the conflict, or terminating the affiliation that creates the conflict.

Disclosure; Books and Records. The Steering Committee shall disclose to the public all information that the Internal Revenue Code requires the Steering Committee to disclose. The Steering Committee shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Steering Committee and other committees created by the Steering Committee.

Annual Report. The Steering Committee shall prepare an annual progress report that reviews and addresses the state of the FBTI program. AFF staff will provide administrative support to assure timely delivery of the annual report, during the first quarter of each calendar year that the Steering Committee is convened. The annual progress report will be made available to the public.

Fiscal Year. The fiscal year for the Steering Committee is the calendar year.

Indemnification. AFF shall indemnify each Officer and Member of the Steering Committee against any claims for liability that may arise in connection with such Officer and Member's lawful and authorized performance of their obligations with the Steering Committee pursuant to this Charter, to the full extent of the law.



“My Sierra Woods –Capturing Carbon on California's Family Forest Lands” project is part of California Climate Investments, a statewide program that puts billions of Cap-and-Trade dollars to work reducing GHG emissions, strengthening the economy, and improving public health and the environment– particularly in disadvantaged communities. The Cap-and-Trade program also creates a financial incentive for industries to invest in clean technologies and develop innovative ways to reduce pollution. California Climate Investments projects include affordable housing, renewable energy, public transportation, zero-emission vehicles, environmental restoration, more sustainable agriculture, recycling, and much more. At least 35 percent of these investments are located within and benefiting residents of disadvantaged communities, low income communities, and low-income households across California. For more information, visit the California Climate Investments website at: www.caclimateinvestments.ca.gov.

