

CORSIA Eligible Emissions Unit Programme Change Notification Form

PART A: ABOUT THIS FORM

Once an emissions unit programme is approved by the ICAO Council as eligible to supply CORSIA Eligible Emissions Units, the programme commits to notify the ICAO Secretariat of any “material changes” to its “Scope of Eligibility”, for further review by the Technical Advisory Body (TAB) that advises the ICAO Council on the eligibility of emissions units for use in CORSIA.

*TAB Procedures*¹ defines a “Material Change” as an update to a programme’s *Scope of Eligibility* that would alter the programme’s response(s) to any questions in its application form and further inquiries from the TAB over the course of the programme’s assessment (paragraph 8.4).

Tab Procedures defines a CORSIA Eligible Emissions Unit Programme’s “Scope of Eligibility” as “the extent and limits of a programme’s eligibility, which is defined, assessed, and granted on the basis of the programme-level governance structures, measures or mechanisms, and procedures that programmes have in place at the time of their initial submission of application materials to the ICAO Secretariat; and any updates to these procedures that are communicated to TAB during the course of its assessment; and as defined in the general or programme-specific eligibility parameters set out in TAB’s recommendations” (paragraph 4.5).

Annually, TAB will indicate deadlines for programmes to notify ICAO of any such material changes. These notifications should be submitted by the next deadline after the material change has occurred; the upcoming deadlines are indicated in the version of the *TAB Work Programme and Timeline* document that is currently effective. This document is available on the CORSIA website².

Material changes should be disclosed using this form. TAB will then consider the need for any further review, in line with *TAB Procedures*. If TAB identifies that the change is indeed material and should be further assessed, it will invite public comments on the consistency of the proposed revision with the Emissions Unit Criteria (EUC) and *Guidelines for Criteria Interpretation*. The ICAO Secretariat will inform the programme of TAB’s decision to more deeply assess the programme’s modification, or its confirmation that the modification is consistent with the CORSIA EUC. The programme will also be informed of the date by which the review will be completed. The length of the review should be determined by the severity and scale of the material change.

PART B: PROGRAM CHANGE NOTIFICATION(S)

The Programme is requested to provide the following information regarding any modification(s) to the programme’s *Scope of Eligibility* that could constitute a “material change” as described above. Report each change separately by duplicating (copying and pasting) the table below as needed.

Programme name: **American Carbon Registry (ACR)**

CHANGE 1
a. Description of the change (e.g., the addition, modification, deletion undertaken): The primary mailing address has changed to 2101 Riverfront Drive, Little Rock, Arkansas 72202, which is the address of the headquarters of Winrock International, ACR’s parent organization.
b. Rationale for the change: Winrock has created a wholly-owned nonprofit subsidiary, Environmental Resources Trust LLC (ERT) to operate ACR. ERT is also registered as doing business as (dba) cAmerican Carbon Registry (ACR).

¹ In *TAB Procedures*, paragraphs 4.5, 7.5, and 8.2 – 8.6 in particular pertain to the *Scope of Eligibility* and notification and assessment of material changes.

² The *TAB Work Programme and Timeline* and *TAB Procedures* documents are available here: <https://www.icao.int/environmental-protection/CORSIA/Pages/TAB.aspx>

ERT's Articles of Incorporation were filed in Arkansas in December 2020 and the new entity became operational on January 1, 2021 under a joint Operating Agreement between Winrock and ERT.

c. Where the change is reflected in the Programme's documentation or other resource(s)³:

The ERT Articles of Incorporation reflecting the Arkansas primary address and the assumed name documentation (doing business as American Carbon Registry) are included as an attachment.

d. Information originally submitted to and assessed by TAB that would be altered as a result of this change (copy and paste in the field below); including any and all relevant descriptions or explanations provided by the Programme in its Application Form and accompanying materials and/or in response to any further inquiries from TAB during the course of the assessment(s) that informed TAB recommendations on the Programme's current eligibility:

In ACR's Program Application Form dated July 12, 2019, under Section III Program Application, Section A, the address of ACR was provided as Winrock's office in Arlington VA.

e. How the information in "d." would be revised and submitted to any future (re-)assessment process, by updating the information in "d." to reflect any / all modifications to the Programme's original information that result from the change:

Unless otherwise required by ICAO, ACR intends this document to reference the updates to our application. We would be happy to answer any additional questions ICAO may have.

CHANGE 2

a. Description of the change (e.g., the addition, modification, deletion undertaken):

The names and titles of Program's senior staff / leadership, including board members is as follows:

Environmental Resources Trust (ERT) / American Carbon Registry (ACR) Management:

Board of Directors (all Winrock Board members)

Rodney Ferguson, President and CEO, Winrock International

William Bumpers, Winrock Board Chair, (Retired) Baker Botts Law Firm

Suzanne Siskel, Winrock Board Vice Chair, EVP & COO of The Asia Foundation

John Nees, The Getty Land Company

Officers

Mary Grady, Chief Executive Officer

John Kadyszewski, President

Mike Myers, CFO/Treasurer

Charlotte Young, Secretary

³ If documents or resources evidencing the change are not publicly available, please include this information in an attachment to this form and clearly identify any business-confidential information.

American Carbon Registry (ACR) Staff:

Mary Grady, Executive Director

John Kadyszewski, Director Emeritus

Jessica Orrego, Director of Forestry

Lauren Nichols, Compliance Director

Margaret Williams, Technical Director

Kurt Krapfl, Senior Forestry Analyst

Andrew Taylor, Forestry Analyst

Warren Reed, Forestry Analyst

Gabriel Burns, Forestry Analyst

Maria-Cristina Silva, Industrial Programs Analyst

Brent Fitzgerald, Industrial Programs Analyst

Megesh Tawari, Industrial Programs Analyst

Jessica Bede, Senior Manager, Climate Investment Standards

b. Rationale for the change:

The update reflects the new status of ACR as a wholly-owned nonprofit subsidiary of Winrock International including a new Board and Management structure and updates to ACR staff.

c. Where the change is reflected in the Programme's documentation or other resource(s)⁴:

The change in governance, management and staff is noted publicly on the "about us" page of ACR's website: <https://americancarbonregistry.org/about-us/>

d. Information originally submitted to and assessed by TAB that would be altered as a result of this change (copy and paste in the field below); including any and all relevant descriptions or explanations provided by the Programme in its Application Form and accompanying materials and/or in response to any further inquiries from TAB during the course of the assessment(s) that informed TAB recommendations on the Programme's current eligibility:

In ACR's Program Application Form dated July 12, 2019, under Section III Program Application, Section D, the Board of Winrock was described to govern ACR. In addition, ACR has had some staff changes and additions.

e. How the information in "d." would be revised and submitted to any future (re-)assessment process, by updating the information in "d." to reflect any / all modifications to the Programme's original information that result from the change:

Unless otherwise required by ICAO, ACR intends this document to reference the updates to our application. We would be happy to answer any additional questions ICAO may have.

⁴ If documents or resources evidencing the change are not publicly available, please include this information in an attachment to this form and clearly identify any business-confidential information.

STATE OF ARKANSAS



John Thurston

ARKANSAS SECRETARY OF STATE

To All to Whom These Presents Shall Come, Greetings:

I, John Thurston, Arkansas Secretary of State of Arkansas, do hereby certify that the following and hereto attached instrument of writing is a true and perfect copy of

Articles of Organization

of

ENVIRONMENTAL RESOURCES TRUST, LLC

filed in this office
December 11, 2020

In Testimony Whereof, I have hereunto set my hand and affixed my official Seal. Done at my office in the City of Little Rock, this 11th day of December 2020.




John Thurston
Secretary of State

Online Certificate Authorization Code: 3768355fd38d828582f
To verify the Authorization Code, visit sos.arkansas.gov



ARTICLES OF ORGANIZATION FOR ENVIRONMENTAL RESOURCES TRUST, LLC

The undersigned authorized person, forming this Limited Liability Company under the Small Business Entity Tax Pass Through Act, Act 1003 of 1993 Arkansas Code Annotated § 4-32-202, adopts the following Articles of Organization of such Limited Liability Company:

ARTICLE ONE - NAME

The name of the limited liability company is Environmental Resources Trust, LLC (the "Company").

ARTICLE TWO – PRINCIPAL OFFICE ADDRESS

The address of the principal place of business of the Company shall be 2101 Riverfront Drive, Little Rock, Arkansas 72202.

ARTICLE THREE – REGISTERED AGENT

The name and address of the registered agent of the Company shall be Corporation Service Company, 300 Spring Building, Suite 900, 300 S. Spring Street, Little Rock, Arkansas 72201.

ARTICLE FOUR - MANAGEMENT

The management of the Company shall be vested in its manager or managers, as set forth in the operating agreement of the Company, as may be amended and/or restated from time to time.

ARTICLE FIVE – PURPOSES AND POWERS

5.1 The projects and purposes of the Company shall be exclusively charitable, scientific and educational within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, and are to apply the income and, if the Company so decides, the principal of such property as the Company may from time to time possess to the accomplishment, in the United States and throughout the world, of the following purposes principally but not exclusively:

(a) to further the Winrock mission to “develop human resources and husbandry and improve natural resource management, including, without limitation, water, soil, air, forests, rangelands, and clean energy” and including other industrial emission reduction opportunities; and

(b) to enhance confidence in the scientific integrity and social equity of environmental markets to catalyze ambitious and transformational climate action.

5.2 As a means of accomplishing these purposes, the Company, in furtherance and not by way of limitation of its statutory powers, shall have the power to solicit, raise, accept, hold and administer funds exclusively for its objects and purposes, and to that end to take and receive, by purchase, grant, gift, bequest or devise, or as beneficiary of any trust, any property, real or personal, tangible or intangible, wheresoever located; to make donations in furtherance of such purposes; to invest and reinvest the funds and other property of the Company, including the power to invest and reinvest such funds and property

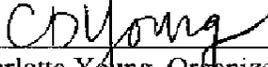
in furtherance of such purposes without regard to whether such investments would be considered as desirable or prudent by an investor interested solely in profit and not interested in promoting such purposes; to collect and receive the income, if any, from any investment or reinvestment of such funds or property; to act as trustee of any trust of which the Company is an income or remainder beneficiary; and to apply the income and, if the Company so decides, the principal of such property as the Company may from time to time possess, to the purposes of the Company.

ARTICLE SIX - MEMBER

The sole member of the Limited Liability Company is Winrock International Institute for Agricultural Development.

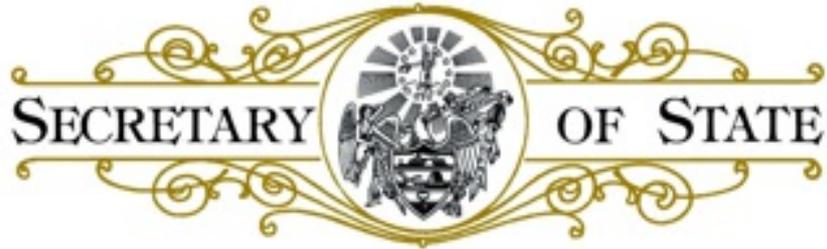
I understand that knowingly signing a false document with the intent to file with the Arkansas Secretary of State is a Class C misdemeanor and is punishable by a fine up to \$100.00 and/or imprisonment up to 30 days.

Executed this 1 day of December, 2020.



Charlotte Young, Organizer
2101 Riverfront Drive
Little Rock, Arkansas 72202

STATE OF ARKANSAS



John Thurston

ARKANSAS SECRETARY OF STATE

To All to Whom These Presents Shall Come, Greetings:

I, John Thurston, Arkansas Secretary of State of Arkansas, do hereby certify that the following and hereto attached instrument of writing is a true and perfect copy of

Application for Fictitious Name

of

AMERICAN CARBON REGISTRY

for

ENVIRONMENTAL RESOURCES TRUST, LLC

filed in this office
February 10, 2021

In Testimony Whereof, I have hereunto set my hand and affixed my official Seal. Done at my office in the City of Little Rock, this 10th day of February 2021.


John Thurston
Secretary of State

Online Certificate Authorization Code: 3968776024416322913
To verify the Authorization Code, visit sos.arkansas.gov

