

NY BIOGAS STUDY GROUP (NYBSG)
FOUNDATIONAL DOCUMENT FOR OPERATIONS & GOVERNANCE
February 26, 2015

SUMMARY

Management: Provided by Jack Huttner of Huttner Strategies, LLC

Corporate structure: Unincorporated affiliate of American Biogas Council (ABC)

Governance: Fiscal & policy decisions made by an Executive Committee

Mission: To promote the growth and success of the biogas sector in New York State

BACKGROUND

NYBSG is being formed as an ad-hoc association of representatives from all segments of the biogas industry. It is anticipated that operations will be needed for approximately 24-36 months while the NYS PSC pursues the Reforming the Energy Vision (REV) proceeding. Founders wish to operate with a minimum level of formal governance while maintaining transparency in the development and execution of strategy and tactics; use of funds; and, policy developments. The group will work with these voluntary principles. The founding resolution will be unanimously approved by the founders and revised as needed.

ABC-NYBSG RELATIONSHIP

For the time being, NYBSG will be set up as an ad-hoc state affiliate of ABC.

Membership and sponsorship funds will be paid directly to ABC and recorded in designated accounts. ABC will pay approved expenses of the NYBSG promptly from funds on hand. The NYBSG executive committee will hold exclusive fiduciary control of the funds. ABC membership is not required for participation in NYBSG; membership in NYBSG does not include ABC membership.

NYBSG will be managed by the consultancy, Huttner Strategies, LLC, under an annual contract negotiated by the executive committee.

PROPOSED ANNUAL MEMBERSHIP DUES

Sustaining member: \$25,000

Biogas Technology Provider: \$5,000

Project Developer: \$5,000 basis plus \$2,500/MW installed, nameplate capacity

Biogas owner/operator: \$2,500 basis plus \$10/kW of installed, nameplate capacity

Service providers: \$2,500

FOUNDING MEMBERS

BioFERM USA

D&B Engineering

EnviTec Biogas USA

Farm Credit East

Harvest Power

PlanET Biogas

NEW YORK BIOGAS STUDY GROUP (NYBSG)
FOUNDING RESOLUTION AND OPERATING PRINCIPLES

Adopted: February 26, 2015

Revised: [date]

WHEREAS, the founding members listed below wish to cooperate to help create the conditions for the growth and success of the renewable natural gas industry in the State of New York; and,

WHEREAS, the founding members acknowledge and respect federal and State antitrust laws and do hereby pledge to conduct their business in compliance with such laws and to make each new member aware of her responsibility to understand and comply with them as well; and,

WHEREAS, the founding members wish to operate in a responsible, transparent and democratic fashion while respecting the interests of the various segments of the industry; and,

WHEREAS, the founding members wish to educate state regulators and policy makers on the benefits of and unique challenges facing the anaerobic digestion industry; and, finally,

WHEREAS, the founding members wish to create a group to be the voice of the industry and represent its interests with all stakeholders

THEREFORE, BE IT RESOLVED, the founding members do hereby agree to form the New York Biogas Study Group to work on behalf of the success of the industry and agree to work under the following set of operating principles:

1. The founding members will be constituted as an Executive Committee (EC) and have all duties and responsibilities typical of that role;
2. In the future, the EC will be comprised of at least five members in good standing and consist of member organizations broadly representative of the industry;
3. EC membership resides with the organization, not with a specific representative of the member organization;
4. New members of the NYBSG will be elected by the EC;
5. The EC will elect a chairman and other officers as necessary and select a nominating committee to prepare a slate for election of a new EC by the members;
6. Each member shall have one vote and will designate a representative who will hold the company's vote on the EC and other matters as brought forward for consideration;
7. EC will meet by phone on a regular schedule and in person as necessary;
8. Members will be invited to participate on regular update calls and will receive regular communications.