

December 6, 2021

MEMORANDUM

To: Public Assets and Native Communities Committee
From: Brian Goodnight, Analyst
Subject: CB 120164: Woodland Park Zoo Agreement – Proposed Amendments

On December 7, 2021, the Public Assets and Native Communities Committee will continue its consideration of, and possibly vote on, [Council Bill \(CB\) 120164](#) authorizing the Superintendent of Seattle Parks and Recreation (SPR) to enter into an agreement with the Woodland Park Zoological Society (WPZS) for the operation and management of the Woodland Park Zoo. SPR and WPZS provided a presentation on the proposed agreement at the committee’s September 10 meeting, and the committee also held a public hearing.

Central Staff provided a memorandum on November 23 providing background information on the current agreement with WPZS and highlighting a number of significant changes between the proposed agreement and the current agreement that will expire on February 28, 2022.

This memorandum summarizes 15 proposed amendments from Councilmembers and all of the proposed amendments are attached.

Proposed Amendments without Conflicts

Table 1 describes proposed amendments that do not conflict with any other proposed amendments. The committee could choose to approve any combination of the amendments listed.

Table 1 – Proposed Amendments without Conflicts

#	Topic	Brief Summary	Sponsor/Author
1	Omission and Correction	Clarify the relationship between the City and WPZS, and correct an error in the Council Bill	Juarez
2	WPZS Board	Require the WPZS Board to recruit two members from neighborhoods adjacent to the Zoo, and two members from historically underserved communities or that reside in neighborhoods with a high percentage of residents living below the poverty line	Strauss
3	Conservation	Requiring additional information in the Annual Report related to conservation activities, committing WPZS to using not less than three percent of gross revenues annually for programs and projects related to species and habitat conservation, and adding a recital	Strauss
4	Naming Rights	Require City Council approval for changing the name from Woodland Park Zoo	Strauss

#	Topic	Brief Summary	Sponsor/Author
5	Long-Range Plan	Require the development of a Community Participation Plan for the Long-Range Plan creation process, and allow the Chair of the relevant Council committee to identify staff and neighborhood residents for inclusion in the process	Strauss
6	Long-Range Plan and Capital Projects	Require City Council approval of the Long-Range Plan, clarify the Superintendent's authority with respect to approving capital improvements, and require the Superintendent to communicate with the Council in a timely fashion	Herbold
7	Public Benefits	Require the value of WPZS-provided public benefits to escalate each year according to the increase in the Consumer Price Index	Sawant
8	Labor Peace	Require food and beverage operators at the Zoo to enter into labor peace agreements	Mosqueda
9	Records	Expanding the definition of Zoo Animal Records to include all records pertaining to Zoo Animals	Sawant
10	Animal Collection	Require WPZS to comply with City policies affecting the Zoo Animal collection	Sawant

Proposed Amendments with Conflicts

The following tables describe proposed amendments that conflict with other proposed amendments. For each table, only one of the amendments listed could be approved by the committee.

Table 2 – Proposed Amendments to Agreement Term

Agreement Term		
#	Brief Summary	Sponsor/Author
11	Reduce initial agreement term to 10 years, with the option for one 10-year extension	Pedersen
12	Allow for multiple extensions of the agreement, with the extensions totaling no more than 10 years, and require City Council approval for any extensions	Sawant

Table 3 – Proposed Amendments to Admissions Pricing and Public Benefits

Admissions Pricing and Public Benefits		
#	Brief Summary	Sponsor/Author
13	Require approval of the Superintendent for admissions price increases, and add three additional public access components to the Annual Public Benefits Table	Strauss
14	Require approval of the City Council for admissions price increases above the increase in the Consumer Price Index; add three additional public access components to the Annual Public Benefits Table	Sawant
15	Require approval of the Superintendent for admissions price increases above the increase in the Consumer Price Index; add three additional public access components to the Annual Public Benefits Table	Herbold

Attachments:

1. Amendment 1 – Omission and Correction
2. Amendment 2 – WPZS Board
3. Amendment 3 – Conservation
4. Amendment 4 – Naming Rights
5. Amendment 5 – Long-Range Plan
6. Amendment 6 – Long-Range Plan and Capital Projects
7. Amendment 7 – Public Benefits
8. Amendment 8 – Labor Peace
9. Amendment 9 – Records
10. Amendment 10 – Animal Collection
11. Amendment 11 – Agreement Term
12. Amendment 12 – Agreement Term
13. Amendment 13 – Admissions Pricing and Public Benefits
14. Amendment 14 – Admissions Pricing and Public Benefits
15. Amendment 15 – Admissions Pricing and Public Benefits

cc: Esther Handy, Central Staff Director
Dan Eder, Central Staff Deputy Director

Amendment #1

to

CB 120164: Woodland Park Zoo Operations and Management Agreement

Sponsor: Councilmember Juarez

Clarify the relationship between the City and WPZS, and correct an error in the Council Bill

Add a new Section 31.9 to the Proposed Agreement, and renumber the existing Sections 31.9 to 31.14 as appropriate:

31.9 Relationship of Parties. The services to be rendered by WPZS pursuant to this Agreement are as an independent contractor only and the relationship between WPZS and the City is solely that of owner and contractor. Nothing contained in this Agreement shall be construed to create a partnership, joint venture, or a relationship of employment or agency.

Modify Section 1 of CB 120164 as follows:

Section 1. As requested by the Superintendent of Seattle Parks and Recreation and recommended by the Mayor, the Superintendent is hereby authorized to enter into an agreement (“Agreement”), substantially in the form of ~~Attachment A~~ Attachment 1 to this ordinance, between The City of Seattle, acting through Seattle Parks and Recreation, and the Woodland Park Zoological Society (WPZS), a nonprofit public benefit corporation in the State of Washington.

Effect: This amendment would insert a new Section 31.9 to clarify that nothing in the proposed agreement creates a partnership, joint venture, or a relationship of employment or agency between the City and WPZS. The current agreement contains a section with identical language.

The amendment would also correct an error in the Council Bill as introduced, which refers to an Attachment A rather than Attachment 1.

Amendment #2

to

CB 120164: Woodland Park Zoo Operations and Management Agreement

Author: Councilmember Strauss

Require the WPZS Board to recruit two members from neighborhoods adjacent to the Zoo, and two members from historically underserved communities or that reside in neighborhoods with a high percentage of residents living below the poverty line

Modify Section 16.7.1 of the Proposed Agreement as follows:

16.7.1 Involvement on WPZS Board. Subject to the requirement that all WPZS Board appointees shall be qualified and approved by the WPZS Board based upon the criteria generally recognized for membership on the WPZS Board, the following shall each have the authority to appoint one person to one citizen position (total of three positions), with a three (3) -year term for each such position, on the WPZS Board: the Superintendent; the Mayor; and the City Council committee that generally oversees SPR. Following the initial appointments to the three WPZS Board positions authorized under this subsection 16.7.1, succeeding new appointments to these three positions by the appointing authorities may only be made effective upon the occurrence of a vacancy or expiration of the preceding term. In order to allow the four neighborhoods adjacent to and most impacted by operation of the Zoo, Fremont, Green Lake, Phinney Ridge, and Wallingford, to have a voice in WPZS governance, the WPZS Board shall recruit at least two members who reside in two of such neighborhoods. The WPZS Board shall also recruit two members who are members of historically underserved communities or reside in neighborhoods with a high percentage of residents living below the poverty line.

Effect: This amendment would require the WPZS Board to recruit at least two members who reside in two of the following neighborhoods: Fremont, Green Lake, Phinney Ridge, and Wallingford. The Board must also recruit two members who are members of historically underserved communities or reside in neighborhoods with a high percentage of residents living below the poverty line.

Amendment #3

to

CB 120164: Woodland Park Zoo Operations and Management Agreement

Author: Councilmember Strauss

Requiring additional information in the Annual Report related to conservation activities, committing WPZS to using not less than three percent of gross revenues annually for programs and projects related to species and habitat conservation, and adding a recital

Modify Section 16.1 of the Proposed Agreement as follows:

16.1 Annual Report to Superintendent. On or before June 1 of each year throughout the Term of this Agreement, WPZS shall, at its sole expense, prepare and submit to the Superintendent for his or her review, the Annual Report. This report will provide a general summary of the Zoo's operations and will include (a) an audited financial accounting for all funds, including Operations Support funding provided by the City pursuant to Section 5.2.1; (b) a listing of major maintenance projects undertaken and an accounting for Major Maintenance Support funds provided by the City pursuant to Section 5.2.3; (c) a listing of all capital investments made at the Zoo; (d) current admission prices; (e) a description of public benefit services provided, as set out in Section 11.1; (f) a description of equity and inclusion programming and outreach as set out in Section 11.2; ~~and~~ (g) a self-evaluation by WPZS of its performance in the area of customer service; (h) a listing of WPZS efforts to conserve species and natural habitats, address climate change, and promote public engagement in conservation actions as well as conservation and environmental sustainability impacts achieved as a result; and (i) a listing of sustainability-related measures taken and projects completed at the Zoo and, following the approval of the Long-Range Plan, progress made toward achieving the sustainability, ecological footprint, and climate change-related aspects of such Plan.

Modify Appendix A, Public Benefits Requirements, of the Proposed Agreement as follows:

* * *

Economic Benefits: WPZS commits to seek philanthropic support and earned income that continues to diminish the proportion of public support needed to sustain the Zoo, which is a substantial supporter of our regional economy through direct and indirect revenues, jobs and economic opportunities.

Conservation: WPZS commits to continue its efforts to conserve species and natural habitats locally and worldwide, address climate change, and promote public engagement in conservation. Specifically, WPZS shall consistently comply with AZA guidelines regarding conservation programs and projects and annually commit not less than three percent (3%) of gross revenue from all sources to such programs and projects related to species and habitat conservation locally and worldwide. This commitment to conservation shall focus on population biology, monitoring, rescue, rehabilitation and reintroduction of endangered species; creation and support of natural protected areas and habitats; combating illegal wildlife trafficking; supporting conservation legislation; supporting community-based conservation programs and resident science monitoring projects; environmental education programs and engagement in pro-conservation campaigns; and promoting resident engagement and sustainable consumer choices.

* * *

Insert a new recital on Page 6 of the Proposed Agreement as follows:

* * *

WHEREAS, WPZS has embarked on a sustainability program to reduce its ecological footprint, which has resulted in a 10% reduction of the Zoo's carbon footprint below its 2009 baseline. Strong composting and recycling programs ~~has~~have diverted nearly 81% of waste away from landfills. Its ZooDoo compost ranks as one of the most sought-after compost options by Seattle gardeners. Single-use plastic bottles and straws have been eliminated from Zoo sales; and

WHEREAS, in order to establish meaningful reduction goals in the areas of electric energy, water, natural gas and carbon/transportation, the Zoo has committed to investing in the utility analysis infrastructure and other systems that will be necessary to achieve such specific, metrics-based goals that will be included in the Zoo's new Long-Range Plan. Such infrastructure will include: (a) consolidated metering to monitor and facilitate reduction in greenhouse gas emissions from zoo operations; (b) systems that enable stormwater and grey water reuse as well as smart irrigation; (c) measures to achieve greenhouse gas emission reductions for new construction projects consistent with the City's guidelines for City buildings; (d) waste reduction through composting and the Zoo's popular ZooDoo program; and (e) striving for migration to an all alternative fuel vehicle fleet; and

WHEREAS, the Zoo's original Long-Range Physical Development Plan was approved by the City in 2002, and major elements such as Banyan Wilds, Zoomazium, and many updated exhibits, such as for penguins and jaguars, have been accomplished. With input and approval from the City, WPZS intends to update its Long-Range Physical Development Plan within five years of the renewal of this Agreement to enhance the City Premises, improve visitor experiences, animal welfare, environmental sustainability, diversity, equity and inclusion, and accessibility, while reinforcing its economic viability and validating broad community support; and

* * *

Effect: This amendment would modify Section 16.1 to require additional information to be provided in the Annual Report, including WPZS efforts to conserve species and natural habitats, address climate change, and promote public engagement in conservation actions. It would also require a list of the sustainability measures taken and projects completed at the Zoo.

The amendment would also modify Appendix A, related to Public Benefits Requirements, to add a section related to conservation and committing WPZS to using not less than three percent of gross revenue annually for programs and projects related to species and habitat conservation.

Lastly, the amendment would add a recital addressing the Zoo's commitment to investing in utility analysis infrastructure and other systems necessary to achieve metric-based goals.

Amendment #4

to

CB 120164: Woodland Park Zoo Operations and Management Agreement

Author: Councilmember Strauss

Require City Council approval for changing the name from Woodland Park Zoo

Modify Section 13 of the Proposed Agreement as follows:

Section 13. Naming Rights.

13.1 Zoo Name. The Zoo’s name may not be changed from “Woodland Park Zoo” without ~~the prior written approval of the Superintendent~~ formal action by the Board of Parks and Recreation Commissioners and approval by the City Council.

13.2 Donation Acknowledgement. Any donor recognition with respect to zoo buildings, spaces and other features or objects at the Zoo will be consistent with SPR’s naming policy for Zoo facilities, as those policies may be amended from time to time by the Superintendent. The Superintendent shall consult with WPZS prior to making any changes to the Zoo facility naming policies.

Effect: This amendment would require City Council approval and action by the Board of Parks and Recreation Commissioners to modify the name of the Zoo. These changes would make the proposed agreement consistent with the current agreement.

Amendment #5

to

CB 120164: Woodland Park Zoo Operations and Management Agreement

Author: Councilmember Strauss

Require the development of a Community Participation Plan for the Long-Range Plan creation process, and allow the Chair of the relevant Council committee to identify staff and neighborhood residents for inclusion in the process

Modify Exhibit 4 of the Proposed Agreement as follows, and update the list of exhibits on page 55 as appropriate:

Guiding Principles for a New Long-Range ~~Master~~-Plan for Woodland Park Zoo

The physical development of Woodland Park Zoo has been governed by a Long-Range ~~Development~~ Plan. Originally approved in 1976 and revised in 2004, the plan defined a long-term vision for the zoo and pioneered modern design principles for zoos around the world. Following this farsighted plan, a new Long-Range ~~Development~~ Plan should incorporate the original ~~the~~ design parameters and animal exhibit principles of the original plan, with modern updates that include requirements for animal welfare, increased social relevancy of zoos as community spaces for education, advancing environmental conservation and connections with nature. A new Long-Range ~~Development~~ Plan shall incorporate City policies and community participation. Technical criteria for a new Long-Range ~~Development~~ Plan should include:

* * *

Community Participation, Accessibility and Empowerment: As required under Section 8 of the Agreement, ~~The the~~ Parties envision will develop and implement an extensive community participation in the creation of plan (“Community Participation Plan”) as a new feature of a Long-Range ~~Development~~ Plan creation process with the inclusion of ~~City Parks Department~~ the ~~Seattle Parks and Recreation department~~, as well as a variety of stakeholders, such as local communities, cultural and tribal organizations, neighbors, elected officials, donors and regional leaders. ~~The Chair of the City Council committee with jurisdiction over the relationship with the Zoo shall be consulted in the development of the Community Participation Plan and may identify individuals – drawn from staff and residents of the four neighborhoods adjacent to the Zoo, Fremont, Green Lake, Phinney Ridge, and Wallingford – to be involved in the participation process set out by the Community Participation Plan.~~

Fundraising and Capital Investment: A new Long-Range ~~Master~~-Plan is needed to establish a credible fundraising plan for capital improvements and to provide the philanthropic and earned revenue opportunities that will accompany the zoo’s growth in future decades.

Effect: This amendment would modify Exhibit 4 of the proposed agreement to require the development of a Community Participation Plan for the Long-Range Plan creation process. It would also allow the Chair of the relevant Council committee to identify staff and neighborhood residents to participate in the Community Participation Plan process.

Amendment #6

to

CB 120164: Woodland Park Zoo Operations and Management Agreement

Sponsor: Councilmember Herbold

Require City Council approval of the Long-Range Plan, clarify the Superintendent's authority with respect to approving capital improvements, and require the Superintendent to communicate with the Council in a timely fashion

Modify Section 8 of the Proposed Agreement as follows:

Section 8. Long-Range Plan. The Parties reaffirm their mutual intent that the Zoo's physical plan continues to evolve through improvements consistent with a Long-Range Plan mutually acceptable to the WPZS and the City.

a. WPZS shall develop the Long-Range Plan in close collaboration with the Superintendent to ensure that any improvements to City property are consistent with City purposes and comply with SPR's standards for construction of major improvements to SPR's facilities. The Parties shall consult and collaborate as the planning process proceeds. WPZS's collaboration with the City shall include, at a minimum, periodic updates for the Superintendent on Plan development (including in the Annual Report), and inclusion of City representatives selected by the Superintendent on WPZS committees or work groups preparing the Long-Range Plan. A purpose of the consultation and collaboration process is to identify and resolve any SPR concerns or questions about any aspect of such Plan as it evolves before its formal submission to the Superintendent for the ~~Superintendent's final review~~ City's review and approval set out in Section 8(b). The Plan shall consider and address the guiding principles identified in Exhibit 4 hereto. It is the Parties' mutual expectation to have a Plan that provides WPZS with sufficient certainty and direction for the future development of the Zoo in a manner

that also respects the City's priorities for stewardship of its Zoo assets. The Parties acknowledge that development or improvement of specific projects identified in the Plan must also comply with all applicable City ordinances, land use requirements, and other regulatory requirements in effect at the time any such projects are undertaken. Within five (5) years of the Effective Date of the City ordinance approving this Agreement, WPZS shall submit to the Superintendent a new Long-Range Plan that has been prepared through the consultation and collaboration process for the ~~Superintendent's~~ City's review and approval.

b. The Superintendent shall review the proposed Plan and may ~~approve the~~ provide preliminary approval of the Plan or identify in writing any remaining concerns about the Plan as submitted. Alternatively, the Superintendent may ~~approve~~ provide preliminary approval of the Plan with the exception of any concerning elements or components. After providing written preliminary approval to WPZS, the Superintendent will transmit for Council review the Plan, or any portions of the Plan approved by the Superintendent. Council will retain full discretion to approve, reject, or approve in part the Plan or any portion of the Plan preliminarily approved by the Superintendent. On approval by Council via resolution or other mechanism Council determines to be appropriate, the City will be deemed to have approved the Plan. Any portion of the Plan not approved by either the Superintendent or Council will be deemed disapproved. If the ~~Superintendent~~ City approves the Plan in part, WPZS may then implement the resulting modified Plan except for the elements or components of concern that were not approved. The Parties may continue to work together to resolve the ~~Superintendent's~~ City's concerns as stated by the Superintendent or Council about any disapproved elements or components for a period of up to two (2) years after submission in order to achieve a final approved Plan, or WPZS may

accept the ~~Superintendent's~~ City's decision to approve the Plan in part, in which case the requirement that the City approve a Plan within two (2) years of submission by WPZS shall be deemed to have been satisfied and WPZS may no longer terminate this Agreement as provided in Section 22.3.

c. In the event the ~~Superintendent~~ City does not approve the Long-Range Plan, or, if applicable, excepted elements of the Plan, within two (2) years of submission, WPZS and SPR will confer in good faith to determine whether to continue to seek agreement on a revised Long-Range Plan; continue operations under this Agreement without a Long-Range Plan; or take other action as the Parties may determine to be in the mutual best interest of the City and WPZS. If the ~~Superintendent~~ City does not approve a Long-Range Plan that is reasonably acceptable to WPZS within two years of initial submission, thereafter either party may exercise its right to terminate this Agreement under Section 22.3; provided, however that neither Party may exercise its termination right under Section 22.3 if the other Party is engaging in good faith negotiation to resolve the ~~Superintendent's~~ City's concerns about the pending Plan as initially submitted; provided further, that the negotiation period shall not extend longer than four (4) years after WPZS submitted the initial Long-Range Plan.

d. WPZS agrees to use its good faith best efforts to raise the funds needed to construct the improvements contemplated in the Long-Range Plan to be adopted under this Agreement, except as provided herein. WPZS may request City funding for discrete capital improvement projects identified in the Long-Range Plan; but City approval of the Long-Range Plan shall not be construed as a commitment to fund any such project unless explicitly agreed in writing by the City. The City will consider in good faith any such request and the impact the

proposed improvements would have on the City's Premises, improved access, and increased activation of the Zoo. WPZS and the City may mutually agree on project scope and financing, which may in the City's sole discretion include an additional City funding commitment with any such terms, conditions, and consideration to the City as may be appropriate for the funding commitment.

e. The Plan may include procedures for updating and amending the Long-Range Plan when necessary or otherwise appropriate if mutually agreed in writing by the Parties.

Modify Section 9.3 of the Proposed Agreement as follows:

9.3 Other Capital Improvements and Alterations. Subject to the Non-Discrimination and Labor Harmony provisions in Section 11.3, Social Equity provisions in Section 11.4 and the Public Involvement provisions in Section 16.7, WPZS may propose such other capital improvements and alterations to the Premises and Zoo facilities as the WPZS may determine, in its reasonable discretion, are necessary to operate or improve the Zoo that may not be addressed in or are at variance from the Long-Range Plan. The Superintendent may only approve capital improvements or alterations not in the Long-Range Plan that the Superintendent determines do not rise to the level of a major improvement that should be addressed by the Plan. The Superintendent's approval or rejection of any such capital improvement or alteration ~~that is not in the approved Long-Range Plan~~ shall be at the Superintendent's reasonable discretion. The Superintendent may further condition approval of any proposed capital improvement or alteration on amendment of the Long-Range Plan.

Modify Section 22.3 of the Proposed Agreement as follows:

22.3 Termination by Either Party. Either Party may terminate this Agreement if the ~~Superintendent~~ City does not approve a Long-Range Plan mutually agreeable to the Parties within two (2) years of its submission to the Superintendent and the Parties fail to agree to an alternative plan for carrying out this Agreement as provided in Section 8.

Modify Section 2 of CB 120164 as follows:

Section 2. The Superintendent is authorized to manage the Agreement on behalf of the City under the terms therein and provide such approvals as may be necessary or desirable to carry out the Agreement. The Superintendent shall administer the agreement in full consultation with the City Council by transmitting all information, drafts, and proposals, including the Long-Range Plan contemplated by the agreement, to Council in a timely fashion.

The Superintendent is further and specifically authorized to execute and perform such ancillary and related agreements as reasonably deemed necessary to carry out the terms of the Agreement.

Effect: This amendment would modify the agreement to provide the Council with approval authority over the Long-Range Plan. The amendment would have WPZS submit the proposed plan to the Superintendent for preliminary approval, in whole or in part. The Superintendent would then transmit the approved portions of the plan to the Council for approval, rejection, or approval in part. Any portion of the plan not approved by either the Superintendent or Council is deemed disapproved. In effect, this amendment would allow either the Superintendent or the Council to disapprove of (the whole or parts of) the plan, but would require both the Superintendent and the Council to approve of (the whole or parts of) the plan.

This amendment would also modify Section 9.3 of the agreement to specify that the Superintendent may only approve capital improvements or alterations not in the Long-Range Plan if those improvements do not rise to the level of a major improvements that should be addressed in the plan. In effect, this would allow the Superintendent to approve common repairs and improvements that are necessary for the operation of the Zoo, but should not act as a substitute for the Long-Range Plan.

Lastly, the amendment would modify Section 2 of the Council Bill to require the Superintendent to administer the agreement in consultation with the Council and communicate with Council in a timely fashion.

Amendment #7

to

CB 120164: Woodland Park Zoo Operations and Management Agreement

Sponsor: Councilmember Sawant

Require the value of WPZS-provided public benefits to escalate each year according to the increase in the Consumer Price Index

Modify Section 11.1 of the Proposed Agreement as follows:

11.1 Public Benefits. A central element of this Agreement is WPZS's commitment to the ongoing provision of certain public benefits, as described herein or as such may evolve over time. In fulfillment of WPZS's commitment, WPZS shall perform or otherwise ensure the continuing provision of the basic public benefits identified in Appendix A. Although the specific means of delivering such public benefits will evolve, WPZS will continue providing public benefits at no less than the scale and impact of the effort reflected in the current specific programs described in Appendix A. In particular, the dollar value of public benefits to be provided annually by WPZS shall escalate each year by the increase in the Consumer Price Index for Urban Consumers for the Seattle-Tacoma-Bellevue area, or its functional, widely recognized and utilized successor index as determined by the City, measured as of June 30 of the prior year.

Modify Section 11.1.3 of the Proposed Agreement as follows:

11.1.3 Five-Year Review. WPZS agrees that it will provide at an initial level and value public benefits as summarized in this Section 11.1 and Appendix A. The parties recognize that over the Term of the Agreement, WPZS or the City may develop new programs and strategies that may more effectively achieve the desired outcomes and, in particular, equity outcomes.

Five (5) years following the Effective Date and every five (5) years thereafter during the Term, the City and WPZS shall review the public benefits outlined herein and, if reasonably approved by both parties, shall modify Appendix A to reflect the goal of providing public access to Seattle's underserved populations and allow room for adjustments based on programming and facility changes. ~~Both parties acknowledge that this level and value is expected to increase over the Term of the Agreement at a pace generally consistent with the growth in City support provided herein and~~ While the value of WPZS public benefits shall escalate at the level set out in Section 11.1 above, the program and strategies used by WPZS to deliver that value will be evaluated every five (5) years following the Effective Date in conjunction with the program evaluation.

Effect: This amendment would modify Section 11.1 to require that the value of public benefits provided by WPZS will escalate each year according to the increase in the Consumer Price Index, consistent with the escalation that occurs for the City's support payments.

The amendment would also modify Section 11.1.3 to refer to the escalation in Section 11.1.

Amendment #8

to

CB 120164: Woodland Park Zoo Operations and Management Agreement

Sponsor: Councilmember Mosqueda

Require food and beverage operators at the Zoo to enter into labor peace agreements

Add a new Section 11.3.6 to the Proposed Agreement as follows:

11.3.6 Labor Peace. WPZS shall cause each entity operating or managing a food and beverage concession, franchise, or operation at the Zoo, including WPZS if it elects to operate or manage a food and beverage concession, franchise or operation, to enter into a labor peace agreement with any labor organization that represents, or seeks to represent, food and beverage employees at the Zoo. For purposes of this Section, “labor peace agreement” means an agreement with a labor organization that contains, at a minimum, provisions prohibiting the labor organization and its members from engaging in any picketing, work stoppage, boycott, or other economic interference with the Zoo’s operations. “Labor organization” means a labor organization as defined in 29 U.S.C. 152(5).

Effect: This amendment would add a new Section 11.3.6 requiring any entity operating or managing a food and beverage operation at the Zoo, including WPZS if applicable, to enter into a labor peace agreement with labor organizations representing, or seeking to represent, food and beverage employees at the Zoo.

Amendment #9

to

CB 120164: Woodland Park Zoo Operations and Management Agreement

Sponsor: Councilmember Sawant

Expanding the definition of Zoo Animal Records to include all records pertaining to Zoo Animals

Modify Section 1.38 of the Proposed Agreement as follows:

1.38 “Zoo Animal Records” shall mean ~~reasonable~~all records pertaining to the ~~veterinary treatment of~~ Zoo Animals cared for at the Zoo, but excludes records at other institutions of animals on loan from or to other zoos.

Effect: This amendment would modify the definition of Zoo Animal Records to include all records pertaining to Zoo Animals, rather than only those which are related to veterinary treatment.

Amendment #10

to

CB 120164: Woodland Park Zoo Operations and Management Agreement

Sponsor: Councilmember Sawant

Require WPZS to comply with City policies affecting the Zoo Animal collection

Modify Section 12.3 of the Proposed Agreement as follows:

12.3 Animal Collection, Acquisition and Disposition. WPZS shall have the authority to determine the composition of the Zoo Animal collection, including breeding, acquisition, sale or other disposition of Zoo Animals in the course of WPZS's operation of the Zoo, subject to the limitations in this Section. In implementing such authority to acquire, sell or otherwise dispose of its Zoo Animals, WPZS shall strictly comply with requirements of (a) all applicable federal, state or local laws, regulations and policies, including but not limited to any ordinances, resolutions, mayoral executive orders or other policies established by the City affecting the collection, breeding, acquisition, sale, or other disposition of Zoo Animals; and (b) the guidelines and policies of the AZA. In the event of a conflict between subsections (a) and (b) in this Section, subsection (a) shall take precedence.

Effect: This amendment would modify Section 12.3 to require that WPZS comply with any policies established by the City affecting the Zoo animal collection, including breeding, acquisition, sale, or other disposition. It would also clarify that if there is a conflict between the laws, regulations, and policies as identified in subsection (a) and the AZA guidelines and policies identified in subsection (b), subsection (a) shall take precedence.

Amendment #11

to

CB 120164: Woodland Park Zoo Operations and Management Agreement

Sponsor: Councilmember Pedersen

Reduce initial agreement term to 10 years, with the option for one 10-year extension

Modify Section 2 of the Proposed Agreement as follows:

Section 2. Term of Agreement.

2.1 Term. The Term of this Agreement shall begin on the Effective Date and expire on December 31, ~~2041~~2031 (the "Termination Date") unless extended or terminated sooner as provided herein.

2.2 Option to Extend Term. The Term of this Agreement may be extended by the Superintendent by mutual written agreement for one additional period of ten (10) years beyond the initial Termination Date if WPZS submits a written request for such an extension to the Superintendent at least six (6) months before the initial Termination Date and is not in Default at the time the request is made or on the initial Termination Date. If extended, the Termination Date shall be December 31, ~~2051~~2041, the date falling one day before the tenth anniversary of the extension of this Agreement.

Effect: This amendment would shorten the initial term of the agreement from 20 years to 10 years. The proposed agreement also provides an option for one 10-year extension, which this amendment retains. The total potential agreement term, however, would be shortened from 30 years to 20 years.

Amendment #12

to

CB 120164: Woodland Park Zoo Operations and Management Agreement

Sponsor: Councilmember Sawant

Allow for multiple extensions of the agreement, with the extensions totaling no more than 10 years, and require City Council approval for any extensions

Modify Section 2 of the Proposed Agreement as follows:

Section 2. Term of Agreement.

2.1 Term. The Term of this Agreement shall begin on the Effective Date and expire on December 31, 2041 (the "Termination Date") unless extended or terminated sooner as provided herein.

2.2 Option to Extend Term. The Term of this Agreement may be extended by the Superintendent, subject to City Council approval, by mutual written agreement for ~~one~~ additional ~~period of~~ periods of up to ten (10) years beyond the initial Termination Date if WPZS submits a written request for such an extension to the Superintendent at least six (6) months before the initial Termination Date and is not in Default at the time the request is made or on the initial Termination Date. Any such extension shall serve as a renewal term of this Agreement under RCW 35.64.010(1) rather than a separate renewal contract under RCW 35.64.010(2). If extended, the Termination Date shall be no later than December 31, 2051, the date falling one day before the tenth anniversary of the extension of this Agreement.

Effect: This amendment would modify Section 2.2 to allow for multiple extensions of the agreement for a total extension of up to 10 years, rather than only one 10-year extension. The amendment would also make the Superintendent's approval of extensions subject to Council approval.

Amendment #13

to

CB 120164: Woodland Park Zoo Operations and Management Agreement

Author: Councilmember Strauss

Require approval of the Superintendent for admissions price increases, and add three additional public access components to the Annual Public Benefits Table

Modify Section 10.1 of the Proposed Agreement as follows:

10.1 WPZS Responsibility. Subject to the continuous provision by WPZS of public benefits as required under Section 11.1, WPZS shall have the authority to set the amount of all prices and fees for admissions, services rendered or sales made to the public or otherwise at the Zoo, including without limitation, food and drink concessions, membership passes, retail, special exhibits and other special events. City and WPZS intend that the Zoo remain affordable to individuals from all economic circumstances and particularly, to families with children. In furtherance of that goal, WPZS will continuously provide the public benefits delineated in Section 11 and Appendix A. In general, admissions prices should reflect market rates for comparable attractions in Seattle and elsewhere. Prior written approval by the Superintendent shall be required for increases in admissions prices.

Modify Section 16.2 of the Proposed Agreement as follows:

16.2 Annual Plan to the Superintendent. At least thirty (30) days prior to the beginning of each Fiscal Year for WPZS, WPZS shall, at its sole expense, prepare and submit to the Superintendent an Annual Plan. The Annual Plan shall, at a minimum, include (a) the one-year capital improvement plan for the Zoo; (b) a description of major programmatic changes planned at that time for the ensuing year; (c) a description and estimated cost of projects

intended to be funded by Major Maintenance Support payments for the following year; and (d) admission charges WPZS proposes to be implemented ~~implement~~ in the coming fiscal year along with a request for any increases as set out in Section 10.

Modify Appendix A, Public Benefits Requirements, of the Proposed Agreement as follows:

* * *

ANNUAL PUBLIC BENEFIT TABLE
Example of Annual Public Benefit Values Based on Calendar Year 2019

Service Category	Public Benefit Description	Target Metrics	Value of Services
Public Access (Free Zoo Tickets)	Community Access Program (CAP) tickets were distributed to community-based organizations (such as Seattle Housing Authority, El Centro de la Raza). Average Ticket Price was \$14.60 each in 2019.	100,000 Individuals	\$1,460,000
	A free carousel ride (\$3 value) was included on each CAP ticket	100,000	\$300,000
(Family Discount Days)	<u>Beginning in 2022, WPZS will create a program (working title “Family Discount Days”) that offers a 50% discount over regular admissions for 18 days between October and March. These days will be advertised and will include one weekday and one weekend per month.</u>	<u>90,000 Visitors</u>	<u>\$720,000 (beginning in 2022)</u>
(Seattle Public Library Museum Pass Program)	<u>Beginning in 2022, WPZS will participate in the Seattle Public Library Museum Pass Program. If possible, such passes should be allocated for use by patrons of Library branches located in or near neighborhoods with high percentages of residents living below the poverty line.</u>	<u>Will vary with utilization</u>	<u>Will vary with utilization</u>
(Promotion Commitment)	<u>Beginning in 2022, WPZS will purchase annually up to \$25,000 in promotional advertising targeted at people who might use our free and discounted admission programs.</u>	<u>N/A</u>	<u>\$25,000 (beginning in 2022)</u>
Scholarships	Scholarships to Zoo camps, based on requested assistance applications. Camp scholarships are awarded to applicants based on their level of income.	59 Individuals	\$15,000

Programs	Zoo Admission Ticket and Membership Discount Programs for foster and kinship families (including Tribal welfare agencies) or recipients of Basic food benefit (EBT)/Washington Quest or State Woman, Infants, and Children Nutrition Program (WIC) assistance		
	<ul style="list-style-type: none"> Explorer Pass \$35 membership (avg discount of \$65) 	750 Explorer memberships	\$49,000
	<ul style="list-style-type: none"> Discover Ticket \$5 regular admission tickets (avg \$8.60 discount) 	3,500 Discover tickets	\$30,000
	<ul style="list-style-type: none"> Free School Group Admission for field trips for students from schools with 30% or more students eligible for free or reduced-price meals (avg. \$7 student rate) 	25,000	\$175,000
Community Outreach Events	Discounted Educational Programs: Up CLOSE (WPZS' ambassador animal outreach program) and programming for community organizations and schools are provided at subsidized rates (avg. discount of \$500)	100 events	\$50,000
Zoo Volunteer Programs	WPZS runs various Zoo Volunteer programs, which record approximately 92,500 hours per year from approximately 800 volunteers	N/A	N/A
Capital Improvements	Privately funded capital improvements to City Facilities 2019 spending on zoo exhibit improvements: the largest projects were remodeling the Northern Trail into the "Living Northwest Trail" and ZooDoo improvements.	Depending on annual projects, ranges between \$500K and \$5 million	\$858,000
Specific Services to City/ Miscellaneous Public Benefits	WPZS offers discounts for seniors, military personnel, guests with disabilities, City of Seattle's Mayor's Office Flash and Gold Cards*. Columns to the right include 2019 ticket prices. * <u>Gold Card</u> : - (Healthy Aging Resources for Seattle and King County Residents age 60+) * <u>Flash Card</u> (Fun Leisure Access Savings and Health): - identification card for Seattle and King County adults with disabilities	Senior: 18,925 tickets	\$37,850
		Military: 18,551 tickets	\$74,204
		Disability: 944 tickets	\$1,593
		Gold*: 1,593 tickets	\$24,802
		Flash*: 226 tickets	\$3,428

Total Public Benefit	\$3,078,877
Provided	\$3,823,877

Effect: This amendment would require the Superintendent’s approval for increases in admissions prices. The current agreement requires the City Council’s approval for increases above the rate of inflation being experienced by the Zoo.

The amendment would also add three new components to the public access category for the Annual Public Benefits Table: Family Discount Days, Seattle Public Library Museum Pass Program, and Promotion Commitment. The estimated value of these additional services in 2022 is \$745,000.

Amendment #14

to

CB 120164: Woodland Park Zoo Operations and Management Agreement

Sponsor: Councilmember Sawant

Require approval of the City Council for admissions price increases above the increase in the Consumer Price Index; add three additional public access components to the Annual Public Benefits Table

Modify Section 10.1 of the Proposed Agreement as follows:

10.1 WPZS Responsibility. Subject to the continuous provision by WPZS of public benefits as required under Section 11.1, WPZS shall have the authority to set the amount of all prices and fees for admissions, services rendered or sales made to the public or otherwise at the Zoo, including without limitation, food and drink concessions, membership passes, retail, special exhibits and other special events. City and WPZS intend that the Zoo remain affordable to individuals from all economic circumstances and particularly, to families with children. In furtherance of that goal, WPZS will continuously provide the public benefits delineated in Section 11 and Appendix A. In general, admissions prices should reflect market rates for comparable attractions in Seattle and elsewhere and not increase by more than the increase in the Consumer Price Index for Urban Consumers for the Seattle-Tacoma-Bellevue area, or its functional, widely recognized and utilized successor index as determined by the City, measured as of June 30 of the prior year. Prior approval by the City Council shall be required for increases in admissions prices greater than such standard.

Modify Appendix A, Public Benefits Requirements, of the Proposed Agreement as follows:

* * *

ANNUAL PUBLIC BENEFIT TABLE
Example of Annual Public Benefit Values Based on Calendar Year 2019

Service Category	Public Benefit Description	Target Metrics	Value of Services
Public Access (Free Zoo Tickets)	Community Access Program (CAP) tickets were distributed to community-based organizations (such as Seattle Housing Authority, El Centro de la Raza). Average Ticket Price was \$14.60 each in 2019.	100,000 Individuals	\$1,460,000
	A free carousel ride (\$3 value) was included on each CAP ticket	100,000	\$300,000
(Family Discount Days)	<u>Beginning in 2022, WPZS will create a program (working title "Family Discount Days") that offers a 50% discount over regular admissions for 18 days between October and March. These days will be advertised and will include one weekday and one weekend per month.</u>	<u>90,000</u> <u>Visitors</u>	<u>\$720,000</u> <u>(beginning in 2022)</u>
(Seattle Public Library Museum Pass Program)	<u>Beginning in 2022, WPZS will participate in the Seattle Public Library Museum Pass Program. If possible, such passes should be allocated for use by patrons of Library branches located in or near neighborhoods with high percentages of residents living below the poverty line.</u>	<u>Will vary with utilization</u>	<u>Will vary with utilization</u>
(Promotion Commitment)	<u>Beginning in 2022, WPZS will purchase annually up to \$25,000 in promotional advertising targeted at people who might use our free and discounted admission programs.</u>	<u>N/A</u>	<u>\$25,000</u> <u>(beginning in 2022)</u>
Scholarships	Scholarships to Zoo camps, based on requested assistance applications. Camp scholarships are awarded to applicants based on their level of income.	59 Individuals	\$15,000
Programs	Zoo Admission Ticket and Membership Discount Programs for foster and kinship families (including Tribal welfare agencies) or recipients of Basic food benefit (EBT)/Washington Quest or State Woman, Infants, and Children Nutrition Program (WIC) assistance		
	<ul style="list-style-type: none"> • Explorer Pass \$35 membership (avg discount of \$65) 	750 Explorer memberships	\$49,000

	<ul style="list-style-type: none"> Discover Ticket \$5 regular admission tickets (avg \$8.60 discount) 	3,500 Discover tickets	\$30,000
	<ul style="list-style-type: none"> Free School Group Admission for field trips for students from schools with 30% or more students eligible for free or reduced-price meals (avg. \$7 student rate) 	25,000	\$175,000
Community Outreach Events	Discounted Educational Programs: Up CLOSE (WPZS' ambassador animal outreach program) and programming for community organizations and schools are provided at subsidized rates (avg. discount of \$500)	100 events	\$50,000
Zoo Volunteer Programs	WPZS runs various Zoo Volunteer programs, which record approximately 92,500 hours per year from approximately 800 volunteers	N/A	N/A
Capital Improvements	Privately funded capital improvements to City Facilities 2019 spending on zoo exhibit improvements: the largest projects were remodeling the Northern Trail into the "Living Northwest Trail" and ZooDoo improvements.	Depending on annual projects, ranges between \$500K and \$5 million	\$858,000
Specific Services to City/ Miscellaneous Public Benefits	WPZS offers discounts for seniors, military personnel, guests with disabilities, City of Seattle's Mayor's Office Flash and Gold Cards*. Columns to the right include 2019 ticket prices. * <u>Gold Card</u> : - (Healthy Aging Resources for Seattle and King County Residents age 60+) * <u>Flash Card</u> (Fun Leisure Access Savings and Health): - identification card for Seattle and King County adults with disabilities	Senior: 18,925 tickets	\$37,850
		Military: 18,551 tickets	\$74,204
		Disability: 944 tickets	\$1,593
		Gold*: 1,593 tickets	\$24,802
		Flash*: 226 tickets	\$3,428
Total Public Benefit Provided			\$3,078,877 \$3,823,877

Effect: This amendment would require the City Council's approval for admissions price increases above the increase in the Consumer Price Index. The current agreement requires the City Council's approval for increases above the rate of inflation being experienced by the Zoo.

The amendment would also add three new components to the public access category for the Annual Public Benefits Table: Family Discount Days, Seattle Public Library Museum Pass Program, and Promotion Commitment. The estimated value of these additional services in 2022 is \$745,000.

Amendment #15

to

CB 120164: Woodland Park Zoo Operations and Management Agreement

Sponsor: Councilmember Herbold

Require approval of the Superintendent for admissions price increases above the increase in the Consumer Price Index; add three additional public access components to the Annual Public Benefits Table

Modify Section 10.1 of the Proposed Agreement as follows:

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