

Oregon Zoo Bond Citizens' Oversight Committee

Oregon Zoo Skyline Room Wednesday, Sept. 11, 2013 3 to 4 p.m. Oregon Zoo Bond Citizens' Oversight Committee Meeting

Sept. 11, 2013

Agenda

AGENDA

A.	Welcome / Introductions	Deidra Krys-Rusoff
В.	Approval of Feb. 13, 2013, Committee meeting minutes	Deidra Krys-Rusoff
C.	Oversight Committee Membership Term limits Appointment process	Heidi Rahn
D.	 Oversight Committee Annual Report to the Metro Council Outcomes from Metro Council discussion Plan for next report 	Deidra Krys-Rusoff
E.	Monthly Project Status Reports 1. Elephant Habitat and Related Infrastructure	Jim Mitchell, Heidi Rahn
	2. Condor Habitat	
	3. Remote Elephant Center	
	4. Interpretive Experience Design Services	
	5. Percent-for-Art	
F.	Program Status and Financial Information at a Glance	Heidi Rahn
G.	Program Schedules 1. Consolidated Oregon Zoo Bond Program Schedule	Heidi Rahn
	2. A Better Zoo Program Construction Projects Schedule	
Н.	Open Discussion/Questions	Deidra Krys-Rusoff

Upcoming meeting dates -Wednesdays, 3 to 5 p.m.:

Nov. 13, 2013	Rm. 370A/B, Metro, 600 NE Grand Ave., Portland, OR 97232 (Note new location)
Feb. 12, 2014	Skyline Room, Oregon Zoo
May 14, 2014	Skyline Room, Oregon Zoo
Sept. 10, 2014	Skyline Room, Oregon Zoo
Nov. 12, 2014	Skyline Room, Oregon Zoo



Oregon Zoo Bond Citizens' Oversight Committee

Oregon Zoo – Skyline Room
Wednesday, Feb. 13, 2013

Oregon Zoo Bond Citizens' Oversight Committee Meeting

> Sept. 11, 2013 Agenda item B

3 to 5 p.m.

MINUTES

MEMBERS PRESENT

<u>AFFILIATION</u>

AFFILIATION

Deidra Krys-Rusoff (Chair) Ferguson Wellman Capital Management

Marcela Alcantar Alcantar & Associates
Sharon Harmon Oregon Humane Society
Carter MacNichol Shiels Obletz Johnsen, Inc.

Penny Serrurier Stoel Rives LLP

Bob Tackett Northwest Oregon Labor Council

MEMBERS ABSENT

Ann Gravatt Climate Solutions

Jim Irvine The Conifer Group, Inc.

Bill Kabaiseman Garvey Schubert Barer

David Evans The ODS Companies

Greg Gahan NW Construction Management, Inc.

Ray Phelps Allied Waste Services

GUESTS

Yina Arias PSU student

ELECTED OFFICIALS AND STAFF

Shirley Craddick Metro Councilor

Jani Iverson Oregon Zoo Foundation Director

Jim MitchellOregon Zoo Bond Construction ManagerLinnea NelsonOregon Zoo Bond Program CoordinatorScott RobinsonMetro Deputy Chief Operating Officer

Kim Smith Oregon Zoo Director

Craig Stroud Oregon Zoo Director of Operations;

A Better Zoo (Oregon Zoo Bond Program) Director

A. Welcome / Introduction

Deidra Krys-Rusoff, Oregon Zoo Bond Citizens' Oversight Committee Chair, opened the meeting at 3:10 p.m. and welcomed members. The guest introduced herself.

B. Approval of Nov. 14, 2012, Oversight Committee meeting minutes

With two corrections, members approved the minutes of the Nov. 14, 2012, Oregon Zoo Bond Citizens' Oversight Committee ("Oversight Committee") meeting.

C. Elephant Lands – Project Design Progress

Craig Stroud recapped the items discussed in a conference call on Dec. 19, 2012 with some members of the Committee. He used a PowerPoint presentation about the Elephant Lands (formerly titled Elephant Habitat and Related Infrastructure) project, a copy of which is included with the record. Primarily due to geotechnical conditions, the Elephant Lands design came in over budget. Staff identified cuts to bring it into budget, but in December 2012, the Metro Council resolved to spend \$4.9 million of the \$10.4 million unanticipated bond premium on the project. In addition to the added resources, the resolution included \$8.2 million of project scope reductions. He reviewed some of the changes made to reduce costs, but still meet the commitments of the bond measure. Early Work Amendments to the Construction Management/General Contractor contract with Lease Crutcher Lewis are being used to do work on the service road, Wildlife Live and train. Work is scheduled to start next week.

D. Remote Elephant Center – Land purchase update

Mr. Stroud gave an update on the Remote Elephant Center (REC) land purchase that was also discussed in the Dec. 19, 2012 conference call. In December, the Metro Council directed staff to exercise Metro's option to purchase the Roslyn Lake property for a Remote Elephant Center. Mr. Stroud gave some historical background. The Option had an escalation clause that would cause the price to go up after Dec. 31, 2012. The Oversight Committee had expressed concern to not spend bond funds for a property until a source for operating costs funds had been identified. The Oregon Zoo Foundation had previously committed to provide \$5.2 million to the bond program, and paid \$1.4 million of that in early January 2013. Metro will use the OZF funds to purchase Roslyn Lake in the coming months. The OZF funds are restricted for bond program use, and if Roslyn Lake ended up not being used for the REC, the bond program would be reimbursed for the property cost.

E. Land Use Projects – Information Update

Mr. Stroud announced that the zoo had received its new 10-year land use permit and approval of its Conditional Use Master Plan. The Committee praised the program's pre-planning and recognized the accomplishment as a huge milestone. The land use process established a good working relationship with the neighbors and a whole new way of working with Portland Parks and Recreation to think systemically about all of Washington Park. The Washington Park guest experience is expected to be better with coordinated access and parking.

F. Committee Member Annual Report to the Metro Council

Committee members reviewed drafts of the Committee annual report prepared by two subcommittees, covering report item number 1 (implementation of the bond) and report item number 2 (spending). Chair Krys-Rusoff will incorporate the changes and send them to members to review again before submitting the draft to Metro. Metro will format the report, and Chair Krys-Rusoff will again circulate it to members to review. It will then be presented to the Metro Council in April.

G. Monthly Project Updates

- 1. Elephant Lands—Jim Mitchell will send members a document showing phasing of the elephant project that allows elephants to remain onsite.
- 2. Condor Habitat—no discussion

- 3. Remote Elephant Center—no discussion
- 4. Updated Conditional Use Master Plan and Land Use Reviews—no discussion
- 5. Interpretive Experience Design Services—Kim Smith noted that the process is going well, especially with input from the new Education director, Grant Spickelmier.
- 6. Percent-for-Art—no discussion
- 7. Tiger Plaza Demolition—Tiger Plaza is being demolished now to replace space for corporate picnics that will be lost next summer near the Elephant Exhibit due to construction. The corporate picnics are a revenue source. The new temporary picnic space will be a low-cost project. Bids are due this week to Lease Crutcher Lewis, and Jim Mitchell expects to have a budget by Friday. The project is estimated to not exceed \$750,000 and includes utility work for the Education Center and removal and palletizing of the historical mosaic.

H. Program Status and Financial Information at a Glance

Mr. Stroud noted that the program resources exceed the currently forecast program expenditures. Next month, the interpretive costs will be consolidated from the various projects into their own project, and the individual project budgets will decrease accordingly.

I. Consolidated Oregon Zoo Bond Program Schedule

Mr. Stroud asked the Committee for input on how they would like to see the program schedule, which currently only shows active projects. Mr. Stroud agreed to provide the inactive projects on a separate page in the monthly reports, beginning with the next reporting.

J. Open Discussion/Questions

K. Other

Marcela Alcantar asked about reporting on minority-owned, women-owned and emerging small business (MWESB) usage for the Elephant Lands project, as the project progresses. Lease Crutcher Lewis will submit monthly MWESB reports to Metro Procurement. The bond program will include a summary MWESB table in the monthly reports based on reports received by Metro Procurement.

Chair Krys-Rusoff asked Committee members if they felt it important to continue to meet four times a year. The November and February meetings are important for preparation of the Committee's annual report. She noted that attendance at the September 2012 meeting was especially light. The Committee agreed to keep the May meeting scheduled for now, and cancel it later if not needed. In September, members would like to include a construction site tour as part of their meeting.

Chair Krys-Rusoff reported that Sheryl Manning has resigned from the committee due to time conflicts with another board.

L. Adjournment

Chair Krys-Rusoff adjourned the meeting at 4:45 p.m.



Oregon Zoo Bond Citizens' Oversight Committee Membership and Member Terms as of Sept. 3, 2013

Oregon Zoo Bond Citizens' Oversight Committee Meeting Sept. 11, 2013

						Original	Current	Eligible	Term Eligibility as of
	Ttl.	First	Last	Position	Organization	Term	Term	Terms	12-31-2013
1	Ms.	Deidra	Krys-Rusoff	Oversight Committee	Ferguson Wellman Capital	2010	2013-2014	2013-2014	Middle of last term
				Chair; Portfolio Manager	Management Inc.				
2	Mr.	Carter	MacNichol	Principal	Shiels Obletz Johnsen, Inc.	2010	2013-2014	2013-2014	Middle of last term
3	Ms.	Penny	Serrurier	Attorney	Stoel Rives LLP	2010	2013-2014	2013-2014	Middle of last term
4	Mr.	Bob	Tackett	Executive Secretary Treasurer	NW Oregon Labor Council	2010	2013-2014	2013-2014	Middle of last term
5	Ms.	Sharon	Harmon	Executive Director	Oregon Humane Society	2012-2013	2012-2013	2014-2015	Eligible for reappointment
6	Mr.	Bill	Kabeiseman	Counsel	Garvey Schubert Barer	2012-2013	2012-2013	2014-2015	Eligible for reappointment
7	Ms.	Marcela	Alcantar	President	Alcantar & Associates	2010-2011	2012-2013	Not eligible	Not eligible for reappointment
8	Ms.	Jacqueline	Bishop	Attorney/Owner	Jacqueline Bishop Law, LLC	2010-2011	2012-2013	Not eligible	Not eligible for reappointment
9	Mr.	Dave	Evans	Senior Vice President and CFO	Moda Health	2010-2011	2012-2013	Not eligible	Not eligible for reappointment
10	Mr.	Greg	Gahan	Vice President, Operations	NW Construction Management, Inc.	2010-2011	2012-2013	Not eligible	Not eligible for reappointment
11	Ms.	Ann	Gravatt	Oregon Director	Climate Solutions	2010-2011	2012-2013	Not eligible	Not eligible for reappointment
12	Mr.	Jim	Irvine	Homebuilder/ Developer	The Conifer Group Inc.	2010-2011	2012-2013	Not eligible	Not eligible for reappointment
13	Mr.	Ray	Phelps	Regulatory Affairs	Allied Waste Services	2010-2011	2012-2013	Not eligible	Not eligible for reappointment
Rep	orting	Staff						<u>'</u>	, .,
	Mr.	Scott	Robinson	Deputy Chief Operating Officer	Metro				
	Ms.	Heidi	Rahn	A Better Zoo (Bond) Program Director	Oregon Zoo				
Ме	tro Cou	uncil Liaison d	ind Metro Audit	tor				,	'
	Ms.	Shirley	Craddick	Metro Councilor	Metro				
	Ms.	Suzanne	Flynn	Metro Auditor	Metro				

Oregon Zoo Bond Citizens' Oversight Committee Charter Excerpt regarding membership:

E. Membership

The Oversight Committee shall be composed of no fewer than 13 and no more than 19 members, to be appointed by the Metro Council President subject to Metro Council confirmation. The Oversight Committee's members shall primarily be professionals with experience in construction, sustainability, finance, auditing, public budgeting, banking and general business.

A portion of initial Oversight Committee members shall be appointed to serve a one-year term, and may be reappointed to serve up to two additional two-year terms, and the other portion of the initial Oversight Committee members shall be appointed to serve a two-year term, and may be reappointed to serve up to one additional two-year term.

Oregon Zoo Bond Citizens' Oversight Committee Meeting Sept. 11, 2013

Agenda item D



Oregon Zoo Bond Citizens' Oversight Committee Report

MARCH 2013

Who we are

We are the Oregon Zoo Bond Citizens' Oversight Committee ("the committee"). The committee was first appointed by the Metro Council in January 2010. We met four times in 2012: February, June, September and November. We currently have 13 members. Members bring to the committee skill sets from a diverse set of backgrounds (see Appendix A). The committee will experience membership changes in 2013, as the terms of 50 percent will expire at the end of the year.

The committee operates under a charter that incorporates the governance and reporting requirements of Metro Council Ordinance 10-1232. The charter creates a vice chair position in addition to the chair position called for by the ordinance. The vice chair position is currently unfilled.

The committee meetings typically involve interactive presentations by the zoo bond staff ("A Better Zoo program") team and Oregon Zoo staff. There is considerable discussion and question/answer time at each meeting.

The committee operates at a high oversight level. Our charge is to determine if the Better Zoo program is on the right path in terms of structure, expenditures and achievement of defined goals. In most cases, we do not make specific project decisions. We look at how decision making occurs and how business is conducted. We seek to help ensure that the right processes and controls are in place so that the best possible value can be realized from the voter-approved zoo bond funds. The attached organizational chart of the Better Zoo program (Appendix B), illustrates the many different levels of interaction and oversight.

Why we exist

The 2008 zoo bond measure titled, "Bonds to Protect Animal Health and Safety: Conserve, Recycle Water," (the "zoo bond") called for a citizen oversight committee to do the following:

- 1. Assess progress in implementing the Oregon Zoo bond measure project improvements.
- 2. Report on project spending trends and current cost projections, and review and report on the Annual Independent Financial Audit of spending.
- 3. Consider and recommend project modifications intended to account for increases in construction costs in excess of budget estimates, to ensure that the purpose and promise of the Oregon Zoo bond measure is fully realized.



The committee's reporting requirement

We are required to report annually to the Metro Council regarding the progress of the Better Zoo program. This document satisfies that requirement.

REQUIRED REPORTING ITEM 1

Assessment of progress

 The Better Zoo program has a clear organizational and governance structure, and processes appear to be in place to ensure that Metro will be a good steward of the bond money.

ITEMS COMPLETED IN 2012:

- Metro completed three land use applications with the City of Portland: (1) an amendment to
 the existing Conditional Use Master Plan (CU MS) to allow work to proceed on the Onsite
 Elephant Habitat and Related Infrastructure project and the Condor Habitat project; (2) West
 Lot land use application; and (3) an application for a new CU MS for the remainder of the
 specific bond projects and overall master plan improvements.
- The Penguin Life Support System Upgrade was completed in 2012. The goal of the upgrade was to conserve water and improve water quality. The penguins have moved back in and the facility is fully operational.
- The Comprehensive Capital Master Plan (CCMP) was completed and approved by the Metro
 Council in September 2011. The CCMP addresses project sequencing, scope, programming and
 budgeting for bond projects. The CCMP continues to provide a clear blueprint for the process to
 realize bond goals.
- The grand opening of the Veterinary Medical Center was celebrated in January 2012. The
 Veterinary Medical Center replaced the substandard veterinary and quarantine buildings with a
 new facility that meets standards set by the Association of Zoos and Aquariums.
- Elephant Lands: In recognition that elephants are the Oregon Zoo's signature species, Metro
 prioritized the Onsite Elephant Habitat (known as "Elephant Lands") project in terms of timing
 and the financial resources dedicated to it. The project will significantly expand the habitat,
 allowing for an evolution in the way the elephants use their space in support of the zoo's vision
 for elephants to live in family herds. The project will provide the elephants a new barn and
 indoor habitat.

The elephant habitat expansion has implications for other parts of the zoo. Related sub-projects include: 1) relocation of the train loop, 2) a new perimeter service road, 3) relocating the Wild Life Live program, and 4) water and energy sustainability measures, including LEED Silver certification for the elephant buildings, and a new campus geothermal loop to reduce the use of

fossil fuels for heating and cooling. Metro has contracts in place for design and Construction Management/General Contractor for this project. The project is expected to be completed in 2015.

Train Loop: Soils testing and analysis at the site has revealed that an elevated train trestle is not a viable option for the relocated train loop due to the unanticipated costs associated with the geological findings. The train will be on-ground through the majority of the loop, which will require enhanced crossing features for pedestrian safety.

Service Road: The service road design has proven to be challenging due to soil conditions and seismic concerns. The original design was modified and costs in excess of the originally anticipated budget will be paid with funds from the bond premium funds. The service road is proceeding through the design phase.

- Remote Elephant Center: Metro Council Resolution No. 11-4230 authorized Metro to enter into
 options to purchase property for the purpose of providing a remote elephant center. Metro
 decided to utilize non-bond funds from the Oregon Zoo Foundation (as part of their bond
 program commitment of \$5.2 million) for the initial property purchase. Work continues on
 planning and design for the offsite facility; development of funding strategies to meet additional
 capital and operating needs; clarification of the process to secure land use approvals; and
 needed communications to many stakeholders. The committee has concerns about spending
 bond funds on the offsite facility without an adequate assessment of the ongoing costs of
 operating the offsite facility.
- Condor Habitat: The design phase for the Condor Habitat project has been completed. Bids are out for the construction work and the project is expected to be completed in late 2013.
- Portland Parks and Recreation's decision to take parking management responsibilities during the
 land use process means Metro is no longer responsible for parking management. Impacted
 parties agreed to form the Washington Park Transportation Management Association. Although
 Metro is no longer responsible for parking management, we recommend that Metro ensure the
 transportation planning process receives adequate oversight and appropriate resources to
 ensure community access to the zoo and the new bond-funded exhibits and facilities.
- Other projects include the demolition of existing structures to make way for the new education facility, interpretive design projects, and meeting the one-percent-for-art requirement (being incorporated in a variety of projects).



REQUIRED REPORTING ITEM 2

Report on spending trends and current cost projections and independent auditors' report

- The Better Zoo program is divided into four main areas: construction, project planning, land use approvals and administration covering nine total projects. As of December 31, 2012, the total amount budgeted for all program activities is \$136.8 million. Funding sources total \$143 million and include \$125 million from general obligation bond measure proceeds, \$5.2 million from the Oregon Zoo Foundation, \$10.7 million from unanticipated bond sale premium proceeds and approximately \$2 million in anticipated investment earnings. The program is holding approximately \$5.8 million of unanticipated bond sale premium proceeds that are not budgeted to a specific project and considered an additional program contingency.
- The Comprehensive Capital Master Plan process is complete, as is the construction of the Veterinary Medical Center, the Penguin Life Support System Upgrade project, some of the water and energy projects, and the major land use approval processes. Completed projects represent \$14.1 million of the \$136.8 million total budget.
- Metro asked the Oregon Zoo Foundation to raise \$5.2 million to support the bond projects. The Foundation agreed to provide the funds and pledged their existing reserves to meet the commitment. The Foundation committed to providing the funds no later than the start of the last scheduled project. These funds are intended to support all the remaining program projects and are not restricted by project. As of December 31, the Foundation had raised approximately \$1.6 million towards a \$3 million capital campaign goal related to the upcoming onsite elephant project titled Elephant Lands. Further, in January 2013, the Foundation paid the zoo \$1.4 million from existing reserves towards the commitment, with \$950,000 of that amount utilized for the offsite elephant habitat purchase in 2013.
- We recommend that the program continue to review and validate budgets and the inflation and
 cost escalation assumptions on an ongoing basis. Of principal concern to this committee is
 Metro's ability to complete all bond projects without sacrificing bond program and animal
 welfare objectives with the remaining funding. The CCMP process has been and will continue to
 be a crucial element to ensure efficient and effective use of bond proceeds. It is critical that the
 bond program staff continue to use the CCMP and resulting budgets and schedules to manage
 the remaining project scopes. This will help ensure that funding and resources are available to
 complete all bond commitments.
- The planned construction projects for 2013-2015 include the Onsite Elephant Habitat and Related Infrastructure project (Elephant Lands), the Condor Habitat, and early demolition of existing campus structures within the footprint of the upcoming education center. In addition, the program is planning campus and program-level interpretive design and the one-percent-forart requirement. The budget for these five projects represents \$64 million (47 percent) of the total forecasted program expenditures. As of December 31, 2012, \$4.4 million has been spent on these projects, primarily for planning and design.

- The program received Metro Council approval to use an alternative general contractor
 procurement method called the Construction Management/General Contractor (CM/GC)
 approach for the Elephant Lands project. Given the complexity of the zoo bond-funded projects
 and the possibility of simultaneous construction projects, we support the continued
 consideration of alternative contracting methods such as this in order to reduce risk and achieve
 the most cost-effective and efficient use of the zoo bond funds.
- In November 2012, zoo project staff was informed by the design team and CM/GC that the budget for the Elephant Lands exhibit and related projects would be exceeded by approximately 30 percent due to unforeseen soil conditions and other issues. Staff proceeded through a value engineering exercise and formulated a response to this situation for action by the Metro Council. In December 2012, the Metro Council directed the program to allocate \$4.9 million of the unanticipated bond sale premium to these projects. The Council's direction included reducing the scope of some project elements. The Elephant Lands budget increased from \$53.8 million to \$58.7 million. The committee finds it troubling that these cost impacts were not identified during the early stages of the design and estimating process. Fortunately, the availability of the unanticipated bond premium funds and the program's approach of maintaining adequate contingencies and conservative assumptions allowed for recovery from this budget challenge with no impact on the bond program objectives
- Administration and bond issuance costs total \$2 million (9.7 percent) of the Better Zoo program's total expenditures through December 31, 2012, which is moving away from a planning phase and into heavy construction and project management. As expected with the completion of the CCMP, direct program administrative costs have declined as a percentage of total bond project costs. The overhead expenses allocated by Metro for support services has increased over the program's first years given the increased level of expenditures and activities as the program shifts to a construction focus from a planning focus. The methodology used for Metro support service cost allocation is consistent with other Metro programs. These costs should continue to be monitored as the bond program moves forward, but do not appear unreasonable.
- The zoo staff anticipates that the ongoing operating costs of the zoo will be neutral upon completion of the bond-funded projects, given the enhancements and efficiencies gained through new technologies and the modernization of zoo infrastructure. We believe it is important that staff continue to monitor this assumption as project planning matures to allow reasonable financial planning by Oregon Zoo staff.
- In May 2012, Metro issued \$65 million of the zoo's remaining \$105 million of bond authority. Metro previously issued a total of \$20 million of bonds across two prior sales. Given market conditions and Metro's excellent credit ratings, the recent bonds sold for a considerable premium that was not anticipated. A premium is a condition where bonds sell for an amount greater than the published value of debt issued and required to be repaid. In this instance, Metro sold \$65 million of bonds and received a \$10.4 million premium, with proceeds totaling \$75.4 million. The allowable use of premium funds is consistent with the use and restrictions on



the General Obligation bonds proceeds and must be used for capital uses identified in the 2008 bond measure. The previous two bond sales were private placement issues in December 2008 and August 2010 for \$5 million and \$15 million, respectively.

- Within the adopted CCMP, \$7.2 million has been budgeted for the Remote Elephant Center. We
 recommend that prior to moving forward and using bond funds on the project, the funding
 source of ongoing operating costs is identified. Metro is taking steps to acquire property for the
 Remote Elephant Center utilizing non-bond sources.
- The annual audit report was issued in December 2012 by Moss Adams. The auditors reported that nothing came to their attention that caused them to believe that Metro failed to comply with the provisions of the bond measure. No specific management letter comments were made and the audit report was published on February 7, 2013 in *The Oregonian*.

REQUIRED REPORTING ITEM 3

Consider and recommend project modifications intended to account for increases in construction costs in excess of budget estimates

• Other than the previously reported changes made to the Elephant Lands exhibit, no other project modifications are currently recommended.



Appendix A – Committee Membership

Deidra Krys-Rusoff – Committee Chair

Deidra Krys-Rusoff is a portfolio manager and a member of the fixed income team at Ferguson Wellman Capital Management, and serves as chair of the Oregon Zoo Bond Citizens' Oversight Committee. A native of Idaho, Deidra earned her B.A. in zoology from the College of Idaho. She serves on the board of directors of the Mt. Tabor PTA, is an active member of the Columbia Willamette YMCA Childcare Volunteer Board, and on several committees at Glencoe Elementary School. She is a past board member of the Northwest Taxable Bond Club and Junior League of Portland.

Marcela Alcantar

As president of Alcantar & Associates, Marcela Alcantar provides engineering support services in the community, producing quality construction documents and maps. She focuses on providing services for under-represented groups and students interested in the engineering field. Alcantar & Associates LLC was created to fulfill a personal and professional mission to provide exceptional engineering support services that result in effective, livable communities that are truly dynamic. The firm is certified in Oregon as a WBE/MBE/DBE/ESB (2395) design consulting and surveying support services firm. Its mission is to provide technical excellence in finding efficient and cost-effective solutions to meet its clients' needs.

Jacqueline Bishop

Jacqueline Bishop is an attorney and previously worked at Roberts Kaplan, LLP, where she participated in the real estate, business and sustainability practice groups. She is a board member of We Love Clean Rivers, Inc., a representative on the Oregon State Bar's Sustainability Task Force, and a LEED Accredited Professional. Before graduating from Lewis and Clark Law School, Bishop worked as a wetlands and fisheries biologist.

David Evans

Senior Vice President and Chief Financial Officer for The ODS Companies, Dave Evans is responsible for overseeing financial, treasury, regulatory, information services, underwriting and actuarial functions. Evans brings a broad knowledge of financial planning and budget management to his role. Previously, he served as Controller of The ODS Companies for nearly a decade, during which time he was responsible for day-to-day accounting and finance activities. Prior to joining ODS, Evans was an audit manager at PricewaterhouseCoopers, where he focused on financial services, including insurance and real estate.

Evans earned his bachelor's degree at Oregon State University. An active certified public accountant, he participates in the Oregon Society of Certified Public Accountants' mentoring program and is involved with the American Institute of CPAs. He is also active in the community, serving on the board of the Assistance League and Metro's bond oversight committee for Natural Areas.

Greg Gahan

Greg Gahan, owner of Northwest Construction Management, is a nearly lifelong resident of the Portland metro area. He has engineering and business degrees from Oregon State University and Portland State University in addition to 25 years of commercial construction experience in the region.

Appendix A – continued

Ann E. Gravatt

Ann Gravatt is the Oregon Director at Climate Solutions, a regional clean energy economy nonprofit working to accelerate practical solutions to global warming. Gravatt has more than a decade of energy experience, working as a consultant, policy advocate and attorney. From 2002-2010, Gravatt was the Policy Director for the Renewable Northwest Project, where she was involved with key victories throughout the Northwest, including passage of renewable energy standards in Montana, Washington and Oregon. She practiced natural resources and energy law for several years in Portland and Washington, D.C., and also has a background in candidate and ballot initiative campaigns and public affairs. Gravatt has a law degree from the George Washington University Law School and a bachelor's from the University of Richmond.

Sharon Harmon

Sharon Harmon is the executive director of the Oregon Humane Society and has been a professional in the field of animal care and welfare for almost 30 years. She has helped lead the Oregon Humane Society, the state's largest and oldest animal protection organization, for 24 years and has served as its Executive Director since 1998. She holds a Bachelor of Science, Zoology (Pre-Vet Med), from Oregon State University and a Certificate in Nonprofit Business Administration and Leadership from Johns Hopkins University, and is a Certified Animal Welfare Administrator. She has served on the Banfield Shelter Advisory Committee, and chaired the American Humane Association Shelter Advisory Committee. Recipient of the American Veterinary Medical Association's Humane Award for 2008, she is past chairman of the National Federation of Humane Societies.

Jim Irvine

Jim Irvine is chairman and CEO of The Conifer Group, a 65-year-old family-owned firm specializing in home building, land development and property management. The company is also a licensed real estate brokerage in Oregon and Washington, with practice in design development and construction. The Conifer Group has received national recognition for innovation and sustainable design and is a founding member of the U.S. Green Building Council.

Bill Kabeiseman

Bill Kabeiseman is an attorney at Garvey Schubert Barer specializing in land use and municipal law. He graduated from the University of Oregon School of Law and later served as an adjunct professor teaching land use law at the school. Bill chaired the Oregon State Bar Task Force on Sustainability and is on the Multnomah County Planning Commission.

Carter MacNichol

Carter MacNichol is a managing partner for local urban development and project management company, Shiels Obletz Johnsen, Inc. and a managing member for Sockeye Development LLC. He has 30 years experience in complex project management, and real estate management and development.



Appendix A – continued

Carter has worked as real estate director for the Port of Portland, and as a project manager for the Portland Development Commission. Early in his career, he taught sixth grade for the Oregon City School District. Carter has been active on several local boards, including The Nature Conservancy of Oregon, "I Have a Dream" Foundation, Oregon Zoo Foundation, Portland Children's Museum and Portland Community Land Trust.

Ray Phelps

Ray Phelps is manager of Regulatory Affairs for Allied Waste Services, Inc. He has served as assistant to the secretary of state, where he was responsible for Oregon elections, administrative rules, uniform commercial code, and budgeting for the secretary of state's office. He has also served as Metro's Chief Financial Officer and director of administration.

Penny Serrurier

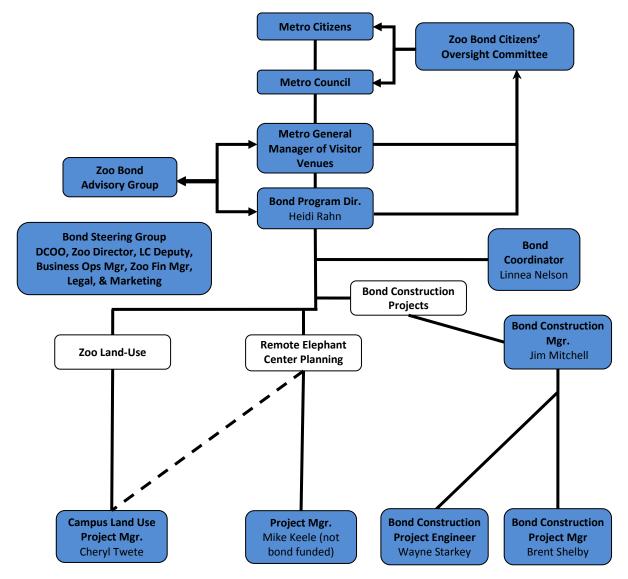
Pendleton ("Penny") Serrurier is a member of Stoel Rives LLP, practicing in the areas of tax-exempt organizations, charitable giving, estate planning and administration, business succession planning, and personal tax planning. Serrurier represents tax-exempt organizations and advises them on all aspects of governance, compliance, and tax-related matters. She has served on several local boards and is a past chair for The Oregon Zoo Foundation board of trustees.

Bob Tackett

Bob Tackett is the Executive Secretary-Treasurer for the Northwest Oregon Labor Council, AFL-CIO. He has been active in the labor movement for more than 38 years. Bob's duties include proposing, supporting and promoting legislation favorable to the interest of workers and organized labor, and opposing legislation detrimental to the interest of working people. Bob serves on several boards, including Worksystems, Inc., a nonprofit agency that accelerates economic growth in the City of Portland and Multnomah and Washington counties by pursuing and investing resources to improve the quality of the workforce, particularly unemployed and underemployed people. Bob also serves on the board of United Way of the Columbia-Willamette.

Appendix B

A Better Zoo Program Organization Structure*



External Consultant Contributions

Zoo Land Use: Multidisciplinary consulting team primarily supporting effort that is led by Cheryl Twete.

Bond Construction Projects: Design consultants and construction contractors managed by bond project
managers. Jim Mitchell, group manager: Brent Shelby, project manager and Wayne Starkey, project engineer.

Zoo Staff Contributions

Animal Welfare, Guest Experience, Facilities Impacts, Conservation Education, and Public Relations and Involvement.

Metro Contributions

Governance, Civil Engineering, Planning/Permitting, Historical Investigations, Legal, Finance, Human Relations

Dark boxes = Actors

White Boxes = Work efforts

Solid Lines = Primary responsibility for or relationship to

Dashed Lines = Secondary/support for or relationship to



^{*} Updated April 30, 2013



Oregon Zoo Bond Citizens' Oversight Committee Meeting

Sept. 11, 2013

Agenda item E

Oregon Zoo Bond Citizens' Oversight Committee meeting

Sept. 11, 2013

Agenda Item E. Monthly Project Status Reports

- 1. Elephant Lands
- 2. Condor Habitat
- 3. Remote Elephant Center
- 4. Interpretive Experience Design Services
- 5. Percent-for-Art



Oregon Zoo Bond Project Status Report Design Phase

Oregon Zoo Bond Citizens' Oversight Committee Meeting

Sept. 11, 2013

Agenda item E-1

Project Title: Elephant Lands and Related Infrastructure	Project Manager: Jim Mitchell
Reporting Period #026/Status Date: August 27, 2013	Project Manager Phone: 503-914-6025

Project Description: Provide a new elephant habitat, expanding from 1.5 acres to 6 acres, allowing for an evolution in the way the elephants use their space, which supports the zoo's vision for elephants to live in family herds. Sub-projects include: 1) relocating the train, 2) a new perimeter service road, 3) relocating the Wild Life Live program and 4) water and energy sustainability measures, including LEED Silver Certification and a new campus geothermal loop to reduce the use of fossil fuels for heating and cooling.

Status at a Glance

Status Item	On Track	Caution	Off-track
Budget	X		
Schedule and signoffs	X		
Deliverables	х		

LEGEND:

LEGEND.					
Moving along nicely, no					
	significant concerns at this time.				
	Must be addressed or may be				
escalated to off-track mode.					
	Causing significant impact to the				
	project.				

Design and Construction Schedule

START DATE		COMPLETION DATE		
BASELINE	REVISED	BASELINE	REVISED	
8/30/11	9/13/11	4/14/15	8/14/15	

Total Project Budget

ORIGINAL	REVISED	COSTS TO DATE	ESTIMATE AT	BUDGET
Baseline	Baseline	OF STATUS	COMPLETION	VARIANCE
\$53,847,389	\$57,561,443*	\$8,788,920	\$57,561,443	\$0

^{*}The Budget Baseline reflects the additional funds approved by the Metro Council.

Summary Status

Milestones/deliverables for this reporting period

- > Work continues on the new service road soldier pile walls and soldier nail walls.
- ➤ Bids from subcontractors were received on August 13. Lease Crutcher Lewis is in the process of verifying scopes included in the bids.
- The new service road rough grade is complete from Predators to the old elk/wolf area.
- Partnered with State Historic Preservation Office, Archeological Investigations Northwest, Inc., Oregon Commission on Historic Cemeteries and tribal representatives to ensure respectful and legal removal of human remains inadvertently discovered during installation of stormwater pipe. Remains are from historic poor farm cemetery.

- ➤ Rebury human remains with approval from Oregon Commission on Historic Cemeteries.
- The subcontract bids appear to be \$250,000 to \$500,000 over budget. The team has options to bring the project within budget, including exercising the list of deductive alternates, using a portion of contingency and working with subcontractors, once they are under contract, for additional value engineering options. The team is confident the construction budget of \$34 million for the elephant habitat and building is achievable.
- > Review subcontractor bids and make final selection for Lease Crutcher Lewis to issue contracts.
- The revised train design is in progress and due from consultants on September 5 for permit submission to the City of Portland.

Elephant Lands and Related Infrastructure

- > The design change to the spur road near Predators to improve concert vehicle parking has been postponed and will be managed by zoo maintenance at a later date.
- > Lease Crutcher Lewis and the zoo staff continue to coordinate construction sequencing and campus impacts.

Critical Issues: None to Report



Oregon Zoo Bond Project Status Report Design Phase

Oregon Zoo Bond Citizens' Oversight Committee Meeting

Sept. 11, 2013

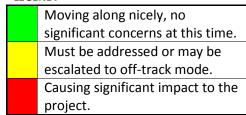
Agenda item E-2

Project Title: Condor Habitat	Project Manager: Brent Shelby	
Reporting Period #19/Status Date: August 27, 2013	Project Manager Phone: 503-525-4240	
Project Description: The new condor habitat will highlight the Oregon Zoo's successful condor breeding		
program and inspire visitors to learn more about these iconic birds that once flew over the Columbia River		
Gorge.		

Status at a Glance

Status Item	On Track	Caution	Off-track
Budget	X		
Schedule and signoffs	×		
Deliverables	x		

LEGEND:



Design & Construction Project Schedule

START DATE		COMPLETION DATE BASELINE REVISED	
BASELINE	SASELINE REVISED		REVISED
4/30/12	n/a	8/31/13	2/20/14

Total Project Budget

BUDGET	COSTS TO DATE	ESTIMATE AT	BUDGET
BASELINE	OF STATUS	COMPLETION	VARIANCE
\$2,628,952	\$536,933	\$2,628,952	\$0

Critical Issues

No critical issues to report for this period.

Summary Status

- Additional days, requested by Contractor due to material delivery and subterranean condition delays, were accepted and the project completion date was revised. Staff met with Contractor on strategies to improve schedule, the outcome including:
 - Contractor adding a Foreman for more oversight in the field.
 - Contractor adding additional laborers.
 - Contractor planning execution of farm work and habitat work to occur concurrent instead of linearly.
 - > Contractor planning for material delivery and storage with zoo and other contractors on campus given tight site constraints.
- > All steel columns, nine total, for mesh enclosure structure have been installed.
- Construction activities are coordinated at weekly meetings—and as required—with contractor, architect, project manager and zoo staff to minimize disturbance to zoo operations.

- Construction activity for habitat's viewing structures and keeper service building
- > Temporary closure of family farm area for execution of contract's farm-related work



Oregon Zoo Bond Project Status Report

Oregon Zoo Bond Citizens' Oversight Committee Meeting

Sept. 11, 2013

Agenda item E-3

Project Title: Remote Elephant Center – Phase II	Project Manager: Heidi Rahn
Reporting Period/Status Date: August 27, 2013	Project Manager Phone: 503-220-5709

Project Description: Metro Council Resolution No. 11-4230 authorized the COO to enter into options to purchase real property for the purpose of providing an elephant reserve under the 2008 Oregon Zoo Bond Measure. Staff was also authorized to continue financial feasibility planning and initiate a fundraising campaign for capital costs and operating expenses with the help of the Oregon Zoo Foundation.

Status at a Glance

Status Item	On Track	Caution	Off-track
Budget	TBD		
Schedule and signoffs		x	
Deliverables		x	

LEGEND:

Moving along nicely, no significant concerns at this time.

Must be addressed or may be escalated to off-track mode.

Causing significant impact to the project.

Schedule Budgetⁱ

Start	DATE	COMPLE	TION DATE	BUDGET	COSTS TO DATE	ESTIMATE AT	BUDGET
BASELINE	REVISED	BASELINE	REVISED	Baseline	OF STATUS	COMPLETION	VARIANCE
10/19/2009		TBD		\$7.2 million*	\$39,672**	TBD	\$

^{*}The Metro Council adopted Bond Implementation Plan allocates \$7.2 million for the offsite facilities capital improvements. Once a site is selected, programming, operating, and capital plans will be updated to identify refined capital construction funding requirements. The baseline budget will show \$7.2 million until that work concludes.

Critical Issues for Corrective Action: CAUTION.

- > Resolution of site groundwater/stormwater impact on surrounding properties.
- Mitigation of recognized environmental condition identified in the Phase I and Phase II Environmental Site Assessment.
- Identification of neighborhood development plans and assessment of potential impact.

Summary Status

Milestones/deliverables for this reporting period

- Completed site appraisal.
- Contacted Clackamas County to understand Roslyn Lake neighborhood development and address our pre-application and zoning questions.
- Received verbal confirmation from City of Portland Water Bureau that city water would be accessible.
- Surveyed availability of suitable properties.
- Visited Roslyn Lake to identify site layout options as part of Clackamas County pre-application process.

- Identify CAFO applicability to our site plans.
- ➤ Identify Roslyn Lake drainage water drainage issues and status.
- Develop materials needed for Clackamas County pre-application meeting.

^{**}In addition to the above bond fund expenditures, \$25,227 has been spent from the zoo capital fund for property due diligence.

i Not loaded for allocated costs.



Oregon Zoo Bond Project Status Report

Oregon Zoo Bond Citizens' Oversight Committee Meeting

Sept. 11, 2013

Agenda item E-4

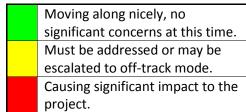
Project Title: Interpretive Experience Design Services	Project Manager: Brent Shelby
Reporting Period #19/Status Date: August 27, 2013	Project Manager Phone: 503-525-4240

Project Description: Interpretive elements are the printed, graphical and electronic activities, experiences and signage in and around exhibits that provide mission-based communication to connect guests with the zoo's animals, mission and values. In addition to explaining information at exhibits, the interpretive experience will address campus orientation and navigation, branding, amenities, and the holistic guest experience. The program's strategy is to use a single team to plan, design and install all interpretive packages for the upcoming bond projects to ensure consistency of theme, style, etc.

Status at a Glance

Status Item	On Track	Caution	Off-track
Budget	X		
Schedule and signoffs	X		
Deliverables	х		

LEGEND:



Project Schedule

START DATE		COMPLETION DATE	
BASELINE	REVISED	BASELINE	REVISED
2/27/12	n/a	12/31/16	n/a

Total Project Budget

BUDGET	COSTS TO DATE	ESTIMATE AT	BUDGET
BASELINE	OF STATUS	COMPLETION	Variance
\$3,876,412	\$537,697	\$3,876,412	\$0

Critical Issues

No critical issues to report for this period.

Summary Status

Milestones/deliverables for this reporting period

- Consultants and zoo staff are working towards a 100 percent Design Development (DD) submittal for Elephant Lands' interpretive experience. Concurrent with 100 percent DD submittal, consultants will be producing some prototype graphics for visitor formative evaluation.
- Consultants and zoo staff are working towards a 100 percent Construction Documents submittal for Condors of the Columbia interpretive experience. Staff is reviewing recent drafts of audio-visual treatment from video production sub-consultant for interpretive video production. Three short videos will be presented at the habitat as part of the interpretive experience.

- Elephant and condor interpretive experience content, design and text
- Coordination of interpretive design and habitat design teams (ongoing)



Oregon Zoo Bond Project Status Report

Oregon Zoo Bond Citizens' Oversight Committee Meeting

Sept. 11, 2013

Agenda item E-5

Project Title: Percent-for-Art	Project Manager: Brent Shelby
Reporting Period #19/Status Date: August 27, 2013	Project Manager Phone: 503-525-4240

Project Description: Metro Council Resolution 11-4282 approved the recommendation to use the Percent-for-Art funds for zoo bond program programmatically rather than on a project-by-project basis. This enables a more strategic approach to the selection and installation of public art at the zoo and leverages the monies to greater effect for the public and the campus.

Status at a Glance

Status Item	On Track	Caution	Off-track
Budget	X		
Schedule and signoffs	Х		
Deliverables	Х		

LEGEND:

Moving along nicely, no significant concerns at this time.

Must be addressed or may be escalated to off-track mode.

Causing significant impact to the project.

Project Schedule*

START DATE		COMPLETION DATE				
BASELINE REVISED		BASELINE	REVISED			
n/a	n/a n/a		n/a			

Total Project Budget

BUDGET	COSTS TO DATE	ESTIMATE AT	BUDGET			
BASELINE	Of Status	COMPLETION	VARIANCE			
\$793,154	\$90,773	\$793,154	\$0			

^{*}This is an ongoing initiative, throughout the duration of the bond program, and does not have a definitive start and end date.

Critical Issues

No critical issues to report for this period.

Summary Status

Milestones/deliverables for this reporting period

- ➤ Public artist Catherine Widgery has been meeting with zoo staff and project architects to align the budget cost estimates for the percent-for-art commission with scope of work. Based on estimates, the scope of proposed artwork will be adjusted to keep it within budget.
- > There are developments regarding some of the existing art to be displaced by bond project construction:
 - o Preparations (treatment for wood-borne insects and cleaning) are underway for the restoration of the 50-foot Lelooska "Centennial" totem pole. The artist will restore the work once preparations are complete. The pole is in storage on zoo grounds. The pole will be relocated on the zoo campus; reinstallation is tentatively planned for spring 2014.

- First percent-for-art commission design
- Develop cost estimates and plans for relocation of existing art displaced by construction (ongoing).



Oregon Zoo Bond Program

Project Status and Financial Information at a Glance
As of August 21, 2013

Oregon Zoo Bond Citizens' Oversight Committee Meeting Sept. 11, 2013 Agenda item F

Program Budget	dgets and Expenditures - note 1			Project Target Budgets		Project to Date Expenditures		Project Forecast Total Expenditures				
Construction Projects		Pre-Schematic Design	Design Development	Construction Documents	Contracting	Construction						
Veterinary Medical Center				Complete			\$	9,464,299	\$	8,840,329	\$	8,840,329
Penguin Life Support Systen	n			Complete			\$	1,800,000	\$	1,762,250	\$	1,762,192
Water and Energy Upgrades	S			Complete			\$	267,459	\$	242,495	\$	242,495
Elephant Lands	0/ Complete	Complete	Complete	Complete	00%	15%	\$	57,561,443	\$	8,788,920	\$	57,561,443
	% Complete	Complete	Complete	Complete Complete	90% Complete	1376	\$	2,628,592	_ <u>_</u>	536,933	ċ	2,628,592
Condor Habitat	% Complete	Complete	Complete	Complete	Complete	20%	۲	2,028,392	ڔ	330,933	٦	2,028,33
Education Center	% Complete	Complete	5%				\$	12,899,510	\$	472,656	\$	12,899,510
Polar Bear Habitat	% Complete	Complete	370				\$	19,548,565	\$	-	\$	19,548,565
Primate/Rhino Habitats	% Complete	Complete					\$	14,159,195	\$	1,909	\$	14,159,195
Remote Elephant Center	% Complete						\$	7,200,000	\$	39,672	\$	7,200,000 see note 2
Program Interpretive Experi							\$	3,876,412	\$	537,697	\$	3,876,41
Planning Projects	78 Complete					el .						see note 3
Comprehensive Capital Mas	stor Dlan	Proposals Submitted	Contract Award	Interim Reports	Final Deliverables	Close-out	\$	1,850,000	Ś	1,691,504	<u> </u>	1,691,504
Stormwater/ Wastewater A				Complete Complete			\$	160,000			\$	159,97
Stormwater Minor Projects				Complete			\$	386,797		386,797	_	386,79
One-Percent-for-Art Require	· · · · · · · · · · · · · · · · · · ·	у		Complete			\$	793,154		90,773		793,15
Land Use Processes	ement	Project Scope and Baselines	Technical Studies and Application	Public meetings	Submit CU MS to City for	Land Use Approval Process	Ą	755,154	Ţ	30,773	ý	755,15
Land Use – New CUMS		Project Scope and Baselines	Application	Complete	Approval	Land Ose Approval Process	\$	796,785	\$	816,777	Ċ	847,63
Land Use – New COMS	1			Complete			\$	110,429		142,617		142,61
Program Administration				Complete			Ş	110,429	Ş	142,017	ş	142,01
Program Staff, Administration	on, Metro Centra	l Support, & Bond Issua	nce				\$	3,912,881	\$	2,220,860	\$	3,912,88
						Expenditure Totals	\$	137,415,521	\$	26,732,169	\$	136,653,29
								Unallocated				
Program Resour	ces						Ex	pected Amount		Issued or Received		ount Held for Contingency
General Obligation Bonds							_	125,000,000	_		\$	-
May 2012 Bond Issuance Ur							\$	10,705,459		10,705,459	\$	5,805,45
Oregon Zoo Foundation - Pl	edge to Program						\$	5,200,000	\$,,	\$	-
Interest Earnings							\$	2,000,000	\$	488,229	\$	-
						Resource Totals	\$	142,905,459	\$	97,593,687	\$	5,805,45

 $\textbf{Note 1} - \textbf{Projects not loaded for program administration, Metro\ service\ charges\ or\ other\ allocated\ costs.}$

Note 2 - The Metro Council-adopted Bond Implementation Plan allocates \$7.2 million for the offsite facilities capital improvements. Using funds provided by the Oregon Zoo Foundation to the program, Metro is executing a land purchase. Programming, operating and capital plans will be updated to identify refined capital construction funding requirements. The baseline budget will show \$7.2 million until that work concludes.

Note 3 - Interpretive budgets were historically allocated and included with each major project budget. The program determined it would be best to track and manage interpretives as a stand-alone project. The budgets have been modified for this

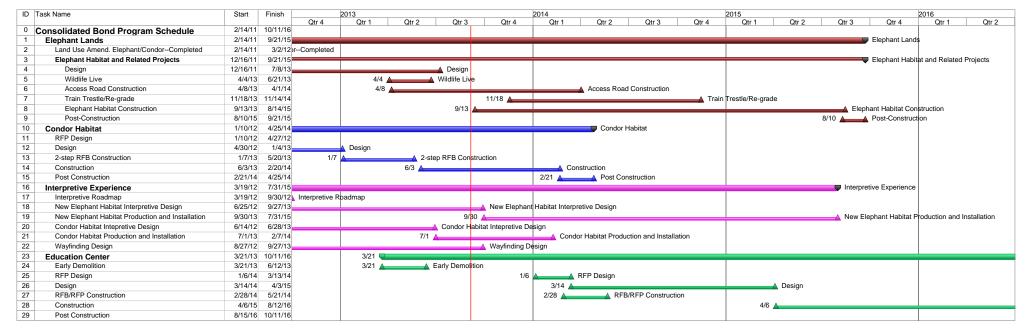


CONSOLIDATED OREGON ZOO BOND PROGRAM SCHEDULE

Oregon Zoo Bond Citizens' Oversight Committee Meeting Sept. 11, 2013

Agenda item G-1

As of August 27, 2013





A Better Zoo Program Construction Projects Schedule

Oregon Zoo Bond Citizens' Oversight Committee Meeting Sept. 11, 2013 Agenda item G-2

As of August 27, 2013

