

**MEMORANDUM OF AGREEMENT
BY AND AMONG THE BOARD OF COUNTY
COMMISSIONERS OF FRANKLIN COUNTY, OHIO,
THE COLUMBUS ZOOLOGICAL PARK
ASSOCIATION
AND THE CITY OF COLUMBUS, OHIO**

WHEREAS, by the Agreement and Declaration of Trust dated May 5, 1980, authorized by Ordinance No. 1086-80, passed May 5, 1980; as modified by the agreement dated February 19, 1981; authorized by Ordinance No. 344-81, passed February 9, 1981; by the agreement dated January 5, 1982, authorized by Ordinance No. 2699-81, passed December 14, 1981; by the agreement dated July 29, 1983, authorized by Ordinance No. 1400-83, passed July 11, 1983; by the agreement dated March 14, 1990, authorized by Ordinance No. 553-90, passed February 26, 1990; by the agreement dated October 31, 1994, authorized by Ordinance No. 2279-94, passed October 24, 1994; by the agreement dated August 27, 2004, authorized by Ordinance No. 1378-2004, passed July 19, 2004; by the Amended and Restated Lease Agreement, entered into effective as of July 22, 2003, as amended by the Amended and Restated Lease Agreement, entered into effective as of May 22, 2007, as amended by the Second Amendment to Amended and Restated Lease Agreement, entered into effective as of August 21, 2007, as amended by the Third Amendment to Amended and Restated Lease Agreement, entered into effective as of February 9, 2010 (collectively, the "Lease"), the City of Columbus, Ohio (the "City") has transferred responsibility for the provision and maintenance of zoological park services and facilities at the Columbus Municipal Zoo (the "Zoo") to The Columbus Zoological Park Association (the "Association") for the period through December 31, 2037; and

WHEREAS, by the terms of the aforesaid agreements, the Association has

accepted responsibility for the provision and maintenance of zoological park services and facilities at the Columbus Zoo for the period through December 31, 2037; and

WHEREAS, the Association is a non-profit corporation organized and existing under the laws of the State of Ohio for the purposes expressed in the Articles of Incorporation of the Association and is an organization as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and no part of the net earnings of the Association inures to the benefit of any private shareholder or individual; and

WHEREAS, the Board of County Commissioners of Franklin County, Ohio (the "Board of County Commissioners"), pursuant to the provisions of Section 307.76 of the Ohio Revised Code, desires to furnish financial assistance to the Association for the provision and maintenance of zoological park services and facilities at the Zoo to residents of Franklin County, Ohio, and desires to make an agreement with the Association and the City in regard to use of such financial assistance for such purposes by the Association;

NOW, THEREFORE, the Board of County Commissioners, the Association, and the City make the following agreement ("Agreement"):

1. This Agreement shall be the operative document in consideration of the tax levy receipts generated by the passage of the 2015 Zoo Levy by the electors of Franklin County, Ohio, and any renewal, extension, or replacement thereof.
2. The Board of County Commissioners, by making this Agreement, does not obligate itself to provide funds for the provision and maintenance of zoological park services and facilities at the Zoo except as provided in this Agreement or in the Agreement of July 16, 1985, between and among the Board of County Commissioners, the City and the

Association (the "1985 Agreement"), in the Agreement of April 1990 between and among the Board of County Commissioners, the City, and the Association (the "1990 Agreement"), in the Agreement of October 31, 1994, between and among the Board of County Commissioners, the City, and the Association (the "1994 Agreement"), and in the Agreement of August 2004, between and among the Board of County Commissioners, the City, and the Association (the "2004 Agreement").

3. The Association shall present to the Board of County Commissioners, in sufficient time for the Board of County Commissioners to review the same and to cause the appropriate levy to be made, an annual budget that sets forth in detail the operating and capital needs of the Association for the provision and maintenance of zoological park services and facilities at the Zoo.

4. The Board of County Commissioners shall cause to be levied on the 2015, 2016, 2017, 2018, 2019, 2020, 2021, 2022, 2023 and 2024 tax duplicates such sums up to the maximum sum permitted by the 2015 Zoo Levy as the Association, pursuant to Paragraph 3 of this Agreement, estimates that it will need for the provision and maintenance of such zoological park services and facilities at the Zoo.

5. Pursuant to Section 5705.09(D) of the Ohio Revised Code, the Board of County Commissioners shall reserve for the provision and maintenance of zoological park services and facilities by the Association all funds collected under the authority of the 2015 Zoo Levy and pursuant to this Agreement, and shall timely make available to the Association all such collected funds, net of such funds necessary for the direct and indirect costs associated with the collection and distribution of the 2015 Zoo Levy, inclusive of costs borne by the County's general fund. A timely submission of such collected funds is

conditioned upon the Association providing the County with the necessary information to assure the County that the funds are being used appropriately. The County shall provide the levy funds to the Association on a reimbursement basis upon submission of an invoice and presentation of supporting documentation, following approval of the request by the Association's Board of Directors ("the Board") and the Board Levy Oversight Committee in accordance with the Board's Code of Regulations.

6. Pursuant to the city ordinances and the Lease, the City shall make such capital improvements as are recommended by the Association and approved by City Council.

7. The Association shall expend any funds provided to the Association pursuant to this Agreement solely for the provision and maintenance of zoological park services and facilities at the Zoo. Such expenses eligible for reimbursement include wages and benefits for staff in animal care, animal health, animal nutrition, conservation, education, facilities, and maintenance departments, as well as animal food costs, operational supplies and repairs and maintenance to the previously named departments, and educational programming costs. The County reserves the right to seek additional information related to expenses and the right to reject certain expenses submitted.

8. The power to authorize expenditure of the funds provided to the Association pursuant to this Agreement shall be vested in the Board, upon the recommendation of its Levy Oversight Committee and pursuant to the Association's Code of Regulations. The Board shall number no fewer than eight (8) and no more than nineteen (19) and shall include four (4) persons appointed by the Board of County Commissioners and four (4) persons appointed by the City, by its Mayor with the concurrence of its City Council.

The appointments shall be for three (3) year terms, except the filling of any vacancy which occurs during a term, which shall be for the unexpired term.

9. The Board shall have a standing Executive Committee and a standing Levy Oversight Committee. The Levy Oversight Committee shall consist solely of the four (4) appointees of the County and the four (4) appointees of the City. The Chairperson of the Levy Oversight Committee shall have a seat on the Board's Executive Committee.

10. The Board shall account as often as requested but at least annually to the Board of County Commissioners for all funds provided to the Association pursuant to this Agreement. The books and records of the Association shall be subject to audit in accordance with the provisions of Section 117.01 of the Ohio Revised Code. All meetings of the Board Levy Oversight Committee shall be subject to the Open Meeting provisions of Section 121.22 of the Ohio Revised Code.

11. The Association shall maintain admission charges at reasonable levels, and shall allow increases in the admission charges only when necessary to ensure financial stability.

12. This Agreement shall cease and any obligation upon Franklin County to provide funds for the provision and maintenance of zoological park services and facilities pursuant to this Agreement shall terminate at any time the tax levy referenced in Paragraph One (1) of this Agreement should cease to be collected by failure of its renewal or replacement or otherwise.

[signatures on following page]

In witness of this Agreement, the authorized agents of the parties to the Agreement have signed their names below on this ____ day of ____, 2023.

APPROVED AS TO FORM:

ATTORNEY FOR THE COLUMBUS
ZOOLOGICAL PARK ASSOCIATION

COLUMBUS CITY ATTORNEY

FRANKLIN COUNTY PROSECUTOR

Resolution Passed

Ordinance Passed _____

Bernita Reese, Director
Recreation and Parks Department
City of Columbus

Board of Franklin County Commissioners

By: _____
John, O’Grady, President

By: _____
Kevin L. Boyce, Commissioner

By: _____
Erica C. Crawley, Commissioner