



**Oregon Zoo Bond
Citizens' Oversight Committee**
Oregon Zoo – Conservation Hall
Wednesday, Sept. 12, 2018
3 to 5 p.m.

Oregon Zoo Bond
Citizens' Oversight
Committee Meeting

Sept. 12, 2018

Minutes

MINUTES

MEMBERS PRESENT

Susan Hartnett (Chair)
Dan Aja
Naomi Bishop
Heidi Goertzen
Daniel Hauser
Nan Heim
Kate Jones
Chin See Ming
Robyn K. Pierce
Ruth Shelly
Kevin Spellman
Dick Stenson
Emma Stocker
Christine Taylor (via speakerphone)
Karen Weylandt

AFFILIATION

Spectator Venues, City of Portland
Banfield Pet Hospital
California State University, Northridge (professor *emerita*)
Confluence Wealth Management
Oregon Center for Public Policy
Nan Heim Associates; Oregon Zoo Foundation Board of Directors
Morley Capital Management
Smith Freed & Eberhard
Pierce, Bonyhadi & Associates
Portland Children's Museum
Spellman Consulting, Inc.
Retired healthcare executive; community volunteer
Emergency Management, Portland State University
Oregon Department of Justice
Retired from Providence Health & Services

MEMBERS ABSENT

Laurel Brown
Cynthia Johnson Haruyama
Jill Mellen
Javier Mena
Katherine A. Porras

AFFILIATION

Facilities and Property Management, Portland State University
Oregon Japanese Garden
Research Biologist
Portland Housing Bureau, City of Portland
Meyer Memorial Trust

GUESTS

None

AFFILIATION

ELECTED OFFICIALS AND STAFF

Shirley Craddock
Scott Cruickshank
Julie Fitzgerald
Ruth Walkowski
Caleb Ford
Sarah Keane
Jim Mitchell
Don Moore
Joel Morton
Linnea Nelson
Heidi Rahn
Andrew Scott
Marcia Sinclair

Metro Councilor
General Manager, Metro Visitor Venues
Oregon Zoo Foundation Executive Director
Oregon Zoo Foundation
Metro Assistant Finance Director
Oregon Zoo Finance Manager
Oregon Zoo Bond Construction Manager
Oregon Zoo Director
Metro Senior Attorney
Oregon Zoo Bond Program Coordinator
Metro Asset Management and Capital Planning Program Director
Metro Deputy Chief Operating Officer
Oregon Zoo Marketing

A. Welcome / Introduction

Susan Hartnett, Oregon Zoo Bond Citizens' Oversight Committee Chair, opened the meeting at 3:02 p.m., and members and guests introduced themselves. Andrew Scott, new Metro Deputy Chief Operating Officer attended for the first time. Councilor Craddick noted how much she appreciates the Oversight Committee and its effectiveness, and Susan Hartnett complimented the staff.

B. Approval of May 9, 2018, Oversight Committee meeting minutes

Members approved the minutes of the May 9, 2018, Oregon Zoo Bond Citizens' Oversight Committee ("Oversight Committee" or "the Committee") meeting.

C. Monthly Project Updates

1. **Education Center** – No report

2. **Interpretive Experience** – No report; Interpretives for the Polar Passage/Primate Forest/Rhino project are included in the PPR project budget and reporting, and will be presented at the next Committee meeting.

3. **Percent-for-Art** – The bond program includes three central plazas with commissioned artworks for each. The commissioned artist team of Veronica and Edwin Dam de Nogales are proceeding well with fabrication of the artwork for Polar Passage and the third plaza. Staff will send Committee members recent photos of that progress. In August, the zoo funded repair of the *Survival* totem pole by Rex and Ray Losey, one of the historic totem poles the bond program had earlier relocated due to construction. It now looks gorgeous where it stands near the cougar habitat.

4. **Electrical Infrastructure** – Four of the six subprojects are completed, and the final two were combined into the Generator Replacement and Feeders project. The project budget and schedule are both showing "caution." The budget is marked "caution" because the project has a very small contingency of 6 percent, instead of the 10 percent contingency normally carried on other bond projects. Another reason for the budget caution is due to not knowing yet the extent of damage to some broken and jammed underground conduits that need to be used for the project. The "caution" on the schedule is because the manufacturer is not able to give a confirmed date for delivery of the generator, which was planned for mid-October. The generator is being built and assembled here in the US for this project (not a prefabricated generator), and the contractor does not know the new substantial completion date. The schedule on this project will not delay or affect the Polar Passage/Primate Forest/Rhino project. After the generator is delivered, there will be at least two months of work to complete the project.

5. **Polar Passage/Primate Forest/Rhino** – Jim Mitchell reviewed the project monthly report for the Polar Passage/Primate Forest/Rhino (PPR) project. This project is also showing "cautions." The budget has a "caution," despite having been through many stages of value engineering (VE; scope and cost reductions) and budgeting. It is still about \$2.2 million over budget. The project is in the final design stage, with design workshop #10 going on this week. It will be the final workshop before permit submission to the city. At some point the team has to stop making changes in order to submit for permits, but staff will continue to look for places to save money.

The schedule is also showing "caution" since the value engineering process put the project a little behind schedule, about four months, and the big unknown is the time for permits to be approved by the city. The project schedule includes five months for permits, but staff is hearing it could be four to seven months, and no one can say for sure. Bond staff have spent a lot of time building

relationships with city permit staff, and met with them this week. The project is now on its third permit processor at the city, but Mr. Mitchell is optimistic.

The PPR Early Work Package started in July 2018, and is \$4.5 million. It includes demolition and site grading, and severing the old primate building from the Red Ape building, to make the Red Ape a stand-alone building with new electrical, heating, gas, phone, etc. The wild pig building has already been demolished. In a few weeks, demolition of the polar bear building will begin, after cutting off some electrical connections. With the rate of escalation in construction costs, it was important to start work as soon as possible. After two years in design, it was time to begin construction.

Mr. Mitchell used a PowerPoint presentation (a copy of which is included with the record), to review the design process and the process to monitor the budget at the various stages of design. The design process starts with owner project requirements, which includes items related to animals and animal welfare, habitat features, visitor-related elements, and budget limitations. For polar bears, design considerations included providing chilled salt water, vistas for the bears to have long views from up high, and a natural habitat substrate. For primates it included high climbing structures (chimps like to be 30-40 feet up), mesh habitat and spaces for group activities, where animals could choose where and with whom they want to be.

The next design step is conceptual design, which is a high-level design where the designer's artistic licenses are allowed to introduce creative concepts. Schematic Design (SD) follows and includes building locations, habitat boundaries and features, and defined visitor amenities and routing. Schematic design has many assumptions. At this point, the owner starts to pull back to control costs. Design Development (DD) translates schematic design into physical form, with floor plans, elevations to scale, complete site grading, and overall, fewer assumptions. Construction Documents (CD) is the final design stage with documents ready for permits, bidding and construction.

Per contracts, estimates are completed at the three main stages of design: 100 percent SD, 100 percent DD and 50 percent CD. Estimates are done by the by the Construction Management by General Contractor (CM/GC) and an estimating firm hired by the architect. Those estimates are then reconciled to within 3 percent of each other, per the contract. It can be difficult to reconcile estimates, since they can be done with different styles of estimating. For PPR, it took two months for the first reconciliation, although subsequent reconciliations were faster. If estimates are over the established budget, then the team initiates a value engineering (cost reduction) process. This usually involves simplifying the design, but also can mean eliminating or deferring an entire building or feature. For example, PPR deferred a public restroom that was not required, as agreed to by the city, and staff sees a better location for it in the future. The team also deferred the polar bear maternity building and habitat, but saved the space, in case the zoo wants to add it later.

Zoo Director Don Moore explained why the maternity den was not needed at this time. Ice in the Arctic is receding so much that more and more polar bears are on shore and coming into towns looking for food because they are starving. Historically, zoos have helped to place black and brown bears and mountain lions when they have been in conflict with humans. So given that supply of bears, zoos do not breed black and brown bears and mountain lions. In years past it was thought that the polar bear population was declining and it would be good to be able to breed them in zoos, but now polar bears need to be relocated in human care and not euthanized, so the Oregon Zoo does not need the maternity den at this time.

In March 2017, the Metro Council approved the recommendation from the Oversight Committee and staff to combine the Polar Passage and Primates/Rhino projects, to save \$1 million and provide construction efficiencies. Still, separate estimates are developed and separate budgets are maintained for the two projects to assess cost against the Council adopted budgets. The shared costs of soft costs and utilities are split on a percentage basis, with 61 percent for Polar Passage and 39 percent for Primate Forest/Rhino. Detailed estimates will have 65 to 75 pages.

For PPR, at each of the estimating stages, the estimates were over budget. At 100 percent SD in March 2017, it was \$4.4 million over budget. At 100 percent DD in March 2018, it was \$10 million over budget. (That \$10 million over means the team has to take \$6.6 million out of direct costs, which due to markups and contingency/escalation totals \$10 million. The VE process goes into direct costs.) At 50 percent CD in August 2018, the cost estimate was \$2.2 million over budget. As the design progresses, the estimate is more accurate because it contains fewer assumptions.

Throughout the estimating process, the contractor reaches out to subcontractors to get help on the estimates, but in the current construction market with contractors so busy with work, the response is minimal.

The VE exercises cut many things. Mr. Mitchell displayed site maps and a long list of VE reductions to the 100 percent DD that reduced the cost of design by \$8 million. The bond team uses a budget options log to track scope reductions. Some examples were to remove the gibbon space, simplify the bear cave, reduce view shelters, reduce the primate building, and delete the primate off-exhibit yard (which could be added back in; the existing outdoor habitat space will remain). The team also reduced the design and engineering contingency to 6 percent and reduced escalation to 3.5 percent, given that bidding will be soon.

All zoo staff are critical to the design process, and staff from all parts of the zoo participate in the VE process, especially the zookeepers and Guest Services team, who are good at solving the design problems. The bond team does not make the VE decisions about what to cut or defer.

Dr. Moore explained that the gibbons will live with the orangutans or be relocated – the zoo has not made a decision on that yet.

Mr. Mitchell reviewed the key success factors in the design process:

- Ballot measure commitments and guiding principles
- Zoo staff identifying priorities and trade offs
- Design team that brings best practices and solutions
- Combining final projects for design coordination
- CMGC involved in design and cost estimating
- Experienced zoo bond team to help lead and problem solve.

He praised CLR Design, the PPR architectural lead firm, which is very creative and a great partner. Combining the projects saved \$1 million in construction efficiencies, and having a CM/GC helped with design and estimating. Ms. Rahn said another big part of the success is Mr. Mitchell's 10 years of experience on the zoo site and his many years in the industry.

D. Program Status and Financial Information at a Glance

Chair Harnett introduced the discussion and referred to two memos provided to Committee members this week and in print at the meeting, as background information to discuss budgets, allocations and how to proceed:

- *Polar Passage, Primate Forest, Rhino Cost Estimate* memo dated Sept. 12, 2018 (Revised)
- *Oregon Zoo Bond Administrative Overhead* memo dated Sept. 10, 2018

The Committee does not need to make a decision today. Important information will be coming in October, so today is for information gathering, with a decision likely in November.

The printed copy of the PPR memo provided at the meeting and dated Sept. 12, 2018, is a revised copy with a few corrections. Most importantly, it indicates that the total resources are actually \$152 million.

Heidi Rahn reviewed the Program Status and Financial information at a Glance spreadsheet. The Close-out fund (for work needed after a project is complete), which was recommended by the Oversight Committee and allocated by the Metro Council in March 2017, is \$1 million.

Funds not yet received by the program total \$2.36 million, but all of those funds are on track to be received. Remaining forecasted interest on the bond funds is \$75,318, and Caleb Ford said Metro will likely earn that interest in a month or two. The Oregon Zoo Foundation has committed to contributing \$1.9 million more, and Julie Fitzgerald indicated there is no risk in delivering that amount, and a schedule has been set for making those payments. The final item not yet received is \$385,334 for a grant from Portland General Electric for solar facilities on the Education Center. OZF has received that money, and will transfer it to the bond program.

Ms. Rahn used a PowerPoint presentation (a copy of which is included with the record). She reviewed the Committee's purpose and charter that calls for the Committee to make recommendations regarding significant project modifications and budget allocation. The bond program is in its last two years and almost done, with only the final three projects remaining and planned to wrap up in late 2020. The bond program has been completing all of its projects on schedule and under budget, and fulfilling on the ballot measure promises.

Of the \$152 million forecasted total program resources as of July 31, 2018, \$104.5 million has been spent, \$43.9 million is budgeted or designated to be spent, and \$3.68 million remains as unallocated program reserves.

The current cost estimate for the remaining projects exceeds the project budget, particularly due to construction cost escalation that is running 27 to 31 percent, and not the 6 percent as originally estimated. Some scope modifications also affected the project cost, such as the decisions to take down the old primates building and to add salt water for the polar bears. The schedule extension, mostly due to the additional time needed for value engineering, will increase administrative costs. With \$3.68 million unallocated contingency and \$1 million in close-out fund that is mostly not planned to be spent, the program has \$4.68 million in funds available for allocation.

In 2017, the program had \$12.5 million unallocated, and a budget subcommittee of the Oversight Committee looked at costs and project modifications, and made a recommendation to the full Committee that then made a recommendation to the Metro Council. In that process, the subcommittee set guiding principles for how to allocate those dollars. The Committee will likely go

through a similar process now, but avoids the need for a subcommittee, since that work was already done to set the process and principles for decision making. The 2017 allocation included some funds from OZF, and left \$1.8 million as unallocated. That increased to \$3.68 million due to the bond sale premium, project savings and reallocations, and partner contributions.

Current cost estimates for PPR show that \$2.2 million more will be needed for construction, and new forecasts for administrative services show an additional \$1.65 million will be needed, for a total of \$3.85 million. With \$4.68 million in unallocated funds, Ms. Rahn feels the program has adequate resources, but won't know until bids are received for the PPR project. The options are to shift existing unallocated and/or close-out contingency resources to the projects, or further modify project scopes and related costs.

The program is expecting to receive actual bid numbers in October [*post meeting update: bids are now expected in December*], and come back to the Committee at its next meeting on Nov. 14 to see if the program will proceed with a Metro Council budget amendment. With construction and close out of the program in late 2020, the program is at the finish line, and it is important that it can show it delivered on the promises of the bond measure.

Scott Cruickshank, general manager of visitor venues, clarified that there are not really any scopes left to modify that would not severely impact the visitor experience and zoo financials.

Don Moore indicated that the zoo is committed to animal welfare. Animal keepers are committed to salt water and other items that are beneficial for the animals. And the zoo values the guest experience. The original design of the master plan had hubs or plazas for guest facilities, and that helps to drive the zoo's revenue. For example, the zoo needs restrooms so kids can learn and thrive. So the zoo balances guest needs with other considerations.

The zoo is an enterprise venue that receives 30 percent of its revenue from Metro, but the zoo has to provide the other 70 percent on its own. So the zoo needs to be financially sustainable. The focus is on maintaining the promise to voters to create a world-class zoo and to be sustainable in finances.

Members were asked:

- What additional information do you need to make a recommendation in November?
- What priorities do you support with the unallocated program contingency?

The intent was for members to raise their questions in the meeting, and staff would research the answers and provide them later in preparation for the November meeting. Members raised various questions, some of which were addressed in the meeting. Complete responses will be provided by staff for the discussion at the next meeting.

One member asked if the schedule now includes the potential permit delay of seven months.

Another asked how much would be a reasonable amount to leave in closeout contingency? Mr. Mitchell said the program will not need the \$1 million allocated to close out project fund. He did note that the zoo is designing new features, unlike a standard building such as a school or hospital, and sometimes new designs don't work because they are cutting edge. So the bond program has had some things not work that needed to be fixed after the project was done, and those repairs were paid from the close-out fund.

Ms. Rahn noted that of the unallocated funds, approximately \$800,000 are nonbond funds that could be used to support the ongoing operation of the projects.

Kevin Spellman asked if the program is going to get ultimate bid prices with deductive or additive alternates. Mr. Mitchell said that if they have alternates, they would be deductive, and Mr. Spellman concurred that that would be helpful.

Mr. Mitchell explained that the program is carrying a 10 percent (\$4 million) contingency within the PPR project. Based on past projects, the program usually spends down that project contingency.

Ruth Shelly said she is eager to hear from the zoo how much money would be ideal to have left over? How much cushion do you feel you want, for remediation to fix things, or for the next master plan?

Heidi Goertzen asked what else could possibly come up between now and 2020 for which the program might need funds? Mr. Mitchell answered that it is hard to say what may come up. At the zoo, because of aging infrastructure, construction often runs into problems. The sewer lines are 18 feet deep due to former moats, which is much deeper than the typical six feet deep. The Elephant Lands project ran into an ancient land slide. Despite these unexpected items, previous projects have gotten through on the project contingency.

Mr. Spellman also asked if the program will have a pretty good estimate of the interest earnings. Mr. Ford explained that the program is starting to earn interest on the \$30 million in bonds that it sold last year, and is actually earning more than it is paying right now since construction has been somewhat delayed. This situation is called arbitrage, and may require that the project will have to pay some of that interest to arbitrage. For now the program is holding those funds and will not allocate them, in case they have to be paid for arbitrage. This will not take away from the project, and is not good or bad.

Councilor Shirley Craddick asked if staff expects that funds will be available at the end of the program to do the next zoo master plan. Ms. Rahn said the first priority is getting the bond projects built. In accordance with its standard process for funding, OZF will discuss the need and potential opportunity to help with funding the next master plan, if needed. Chair Hartnett said it is important to her to have the zoo set up well for its next steps, and her commitment is to continue to ask those types of questions.

Dan Aja asked if the program is realizing any benefits or savings from the new tax situation. Mr. Ford responded that as a government entity, Metro does not pay taxes, and therefore is not realizing a benefit. Julie Fitzgerald indicated that OZF may not realize a tax savings, but it may affect donor giving. Given the anticipated changes in taxes for this year, some major donors at the higher gift level made larger gifts last year, so they may skip a large gift this year. OZF does not know yet, but contributions are going well for now.

One member asked if OZF funds are dedicated to certain projects. The majority are dedicated to specific projects, but the program still has approximately \$600,000 of unallocated OZF funds that were part of the original OZF allocations early in the program.

Daniel Hauser observed that as tax rates go down, the value of a deduction is minimized. He asked to hear thoughts of the potential impact of a recession. Mr. Mitchell indicated that a recession would definitely put the program in better shape. The Veterinary Medical Center was built during the construction recession for \$8.8 million, but in today's market it would be double that. Some parts of the U.S. are already seeing a slowdown in construction, e.g., in New York. Chair Hartnett noted that labor availability is such an issue now. A softening in construction might not make projects cheaper, but it might decrease delays. The limited workforce is a huge factor. The impact of the new tariffs on steel have already been accounted for in the PPR cost estimate, but any new tariffs on other materials could have an impact.

Emma Stocker wants to support the priorities of the zoo, and asked what staff would like to add back into the remaining project if more funds were available?

Ms. Shelley asked if the tight labor market will impact the COBID utilization goal for PPR. Ms. Rahn replied that yes, the program will be hard-pressed to meet its 15 percent COBID utilization goal. Staff will have updates on that in November from Lease Crutcher Lewis.

Ms. Rahn, will send a list of questions from the discussion today. She said that Metro takes these issues seriously, and noted the significant presence of Metro leadership attending today's meeting.

Robyn Pierce chaired the Committee's finance subcommittee in 2016-2017, when they looked at the requirements of the bond and allocating the additional resources. She will not be at the November meeting, so wanted to share her thoughts today. The budget consideration for PPR is such a wonderful collaborative process, with a great discussion at today's meeting. Since the 2017 budget subcommittee already established the guiding principles and framework, there is no need to recreate the subcommittee again. The Metro Council helped the bond program leave a good contingency in 2017. With good project management, and additional financial resources from OZF, the program is in good shape. It feels so good for the program to be where it is today.

E. Program Schedule

The Electrical Infrastructure project is scheduled to be complete by the end of 2018. Then PPR and the final art installation are the final projects remaining.

F. Zoo and Oregon Zoo Foundation Updates

Julie Fitzgerald, Oregon Zoo Foundation executive director, reviewed OZF's fundraising. It is doing a comprehensive campaign to increase in the short and long term the donor base for the zoo. OZF has traditionally organized its campaigns around a specific habitat project at the zoo. To broaden their base and involve different donor interests, this campaign has a larger, more comprehensive goal, to raise \$8.5 million over a 3.5-year period for programs and habitat enhancements. That includes the \$3.5 million for the bond program. OZF agreed to cover all the costs, \$750,000, for the Rhino Habitat, \$1.7 million for Polar Passage; and \$750,000 for Primate Forest. The remaining \$5 million fits in with other zoo priorities: \$1 million for animal welfare, \$2 million for education, and \$2 million for conservation. The campaign is planned to finish the end of the calendar year 2020, to coincide with end of the bond program. *[Post meeting note: The \$8.5 million campaign includes \$300,000 for OZF fundraising costs, per an agreement with the zoo.]*

As of June 30, 2018, OZF has collected approximately 40 percent of the total campaign goal. OZF is preparing literature for the campaign and has already been submitting proposals. The Clark

Foundation, a longtime supporter, has announced it is committing \$500,000 for the Rhino habitat. The large campaign has been inspiring some initial donors to give larger than average gifts. As an example, OZF submitted a proposal to fund the educational programming in Polar Passage as well as the interpretive elements to be built. By packaging requests for key programs as well as habitat enhancements, they can qualify for some larger gifts and grants.

Don Moore, Oregon Zoo director, gave a zoo update. The concert season wraps up tonight. Proceeds from food and beverage at the concerts help fund the zoo's animal welfare. The Association of Zoos and Aquariums has its annual national conference in Seattle Sept. 22-28, 2018. Approximately 100 conference goers will come to the Oregon Zoo Sept. 22 for a tour, and the zoo will show off its award-winning bond-funded facilities. OZF staff will work with sponsors to develop swag bags for the AZA guests.

Instead of a groundbreaking ceremony, the zoo is hosting a demolition party to celebrate the beginning of construction of the Polar Passage/Primate Forest/Rhino project. The event will be on Tuesday, Oct. 16 in the morning [*post meeting update: now set for 8:30 a.m.*], and Oversight Committee members are invited. An invitation will be sent soon.

One member mentioned that she is a fan of the zoo's *Tiny Goat Visits* video series, and Dr. Moore indicated that 215 million people have viewed the zoo's Facebook shows, and the tiny goats have 80,000 online followers.

One member asked about whether the zoo had had any issues with the animals with all the smoke from forest fires this summer. Dr. Moore said the animals did come inside during the really bad air quality week.

G. Other

Chair Hartnett explained that at the next Committee meeting on Nov. 14, members will talk about beginning work on the Committee's annual report. She will do a call for participating in subcommittees to prepare the report. It is a good opportunity to dive into details of the program, work with other members, get better acquainted, and derive more satisfaction from serving as a member. Members can begin thinking about that request in preparation for the next meeting.

H. Adjournment

Chair Hartnett adjourned the meeting at 4:49 p.m.

Upcoming 2018 and 2019 meeting dates –Wednesdays, 3 to 5 p.m.:

Nov. 14, 2018 Conservation Hall, Education Center, Oregon Zoo
Feb. 13, 2019 Conservation Hall, Education Center, Oregon Zoo
May 8, 2019 Conservation Hall, Education Center, Oregon Zoo
Sept. 11, 2019 Conservation Hall, Education Center, Oregon Zoo
Nov. 13, 2019 Conservation Hall, Education Center, Oregon Zoo