

Memorandum



Date: June 2, 2015

Agenda Item No. 1(F)10

To: Honorable Jean Monestime, Chairman
and Members, Board of County Commissioners

From: Carlos A. Gimenez
Mayor

A handwritten signature in black ink, appearing to read "Carlos A. Gimenez", written over the printed name.

Subject: Sunset Review of County Boards for 2015 – Miami-Dade Zoological Park and Gardens Oversight Board

In accordance with the provisions of Section 2-11.40 of the Code of Miami-Dade County, I am transmitting the 2015 Sunset Review of County Boards Report for the Miami-Dade Zoological Park and Gardens Oversight Board. The Board approved the attached report at its meeting of December 3, 2014 and has recommended the continuation of its board.

A handwritten signature in black ink, appearing to read "Michael Spring", written over a horizontal line.

Michael Spring, Senior Advisor
Office of the Mayor

Date: December 2, 2014
To: Carlos A. Gimenez
Mayor
From: Commissioner Dennis C. Moss
Chairperson, Miami-Dade Zoological Park and Gardens Oversight Board (ZOB)
Subject: Sunset Review of County Boards for 2015 Miami-Dade Zoological Park and Gardens Oversight Board (ZOB)

Pursuant to Section 2-11.40 of the Code of Miami-Dade County, I am submitting the 2015 Sunset Review of County Boards Report for the Miami-Dade Zoological Park and Gardens Oversight Board (ZOB) for transmittal to the Board of County Commissioners (BCC). The Board approved the attached report at its meeting of December 3, 2014.

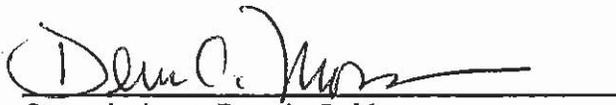
It is recommended that the BCC approve the continuation of the Zoo Miami Oversight.

BACKGROUND

On November 24, 1998 the BCC by ordinance created and established as an agency and instrumentality of Miami-Dade County, a board named and known as the Miami MetroZoo Oversight Board (referred to as the Zoo Oversight Board).

The ordinance described the purpose of the Board as a governing advisory board to the BCC with rights and responsibilities as set forth in the ordinance and in the Zoo Miami Operation Agreement with the Zoological Society. In addition to overall policy and operational guidance, the Zoo Board is responsible for establishing long and short term strategic plans for Zoo Miami, including the preparation of a consolidated Society & County budget for Zoo Miami for adoption by the Society Board and Board of County Commission.

The Zoo Board is an active Board that should continue to function. The Board approves Marketing and Education Plans for Zoo Miami and monitors the financial performance of both Zoo Miami and the Zoological Society of Florida. Capital construction projects as well as the capital funding campaign are reported on and critiqued. Entertainment District issues are also brought to the Zoo Oversight Board for decisions.


Commissioner Dennis C. Moss
Board Chairperson

**SUNSET REVIEW QUESTIONNAIRE
MIAMI-DADE COUNTY BOARDS
2015**

I. GENERAL INFORMATION

1. Name of Board reporting: Miami-Dade Zoological Park and Gardens Oversight Board (Zoo Oversight Board - ZOB)

2. Indicate number of board members, terms of office, and number of vacancies:
Number of Board Members: 9
Terms of Office: No terms
Number of Vacancies: None

3. Identify number of meetings and members' attendance (Attach records reflecting activity from Jan. 1, 2013 through December 31, 2014):
Number of Meetings: 16
Number of Meetings with a Quorum: 14
Attendance Records: See Attachment _____

4. What is the source of your funding? None required

5. Date of Board Creation: November 24, 1998

6. Attach a copy of the ordinance creating the Board (Please include all subsequent amendments).
See Attachment Complete

7. Include the Board's Mission Statement or state its purpose:
Miami-Dade Zoological Park and Gardens Oversight Board (ZOB) guides operations, development, and policy issues. The Board is responsible for establishing long and short term strategic plans for Zoo Miami, including the preparation of a consolidated Society & County budget for Zoo Miami for adoption by the Society Board and Board of County Commission.

8. Attach the Board's standard operating procedures, if any. **The ZOB has an operating agreement, which has been approved by the board, Ordinance #98-168.**

9. Attach a copy of the Board's By-Laws, if any.
While there are no By-laws, the ZOB does operate under the Ordinance #98-168.

10. Attach a copy of the Board minutes approving the Sunset Review Questionnaire, including a vote of the membership.
See Attachment Complete

II. EVALUATION CRITERIA

1. Is the Board serving the purpose for which it was created? (Please provide detailed information)

Yes, yearly budgets have been approved, as well as yearly Marketing and Education Department plans. Capital projects are approved and underway throughout the zoo.

**SUNSET REVIEW QUESTIONNAIRE
MIAMI-DADE COUNTY BOARDS
2015**

7. What is the operating cost of the Board, both direct and indirect? (Report on FY 2013 and FY 2014)

Staff support provided by MDC Parks, Recreation and Open Spaces Department and the Zoological Society of Florida (ZSF)

8. Describe the Board's performance measures developed to determine its own effectiveness in achieving its stated goals.

Attendance has increased again this year and customer surveys show a positive reaction to staff efforts.

	January 28, 2014	February 25, 2014	March 25, 2014	April 29, 2014	May 27, 2014	June 24, 2014	July 22, 2014	August 26, 2014	September 23, 2014	October 28, 2014	November 26, 2014	December 3, 2014
1. Commissioner Dennis C. Moss	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes				Yes
2. Mr. William Moore, ZSF CEO	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes				Yes
3. Mr. Eric Staphiens, Director, Zoo Miami	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes				Yes
4. Mr. Jack Karlys, Director, Park & Recreation Department	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes				Yes
5. Alina Hradak, Deputy Mayor, Miami-Dade County	Yes	Yes	Yes	Yes	Yes	Yes	No	No				Via Phone
6. Mr. Russell Bandofo, Mayor Designee												No
7. Mr. Dan Licciardi, ZSF Immediate Past Chair of the Board	Via Phone	Via Phone	Yes	Yes	No	Yes	Via Phone	Yes				Yes
8. Dr. Herlan Citron, ZSF Chairman of the Board of Directors	No	No	Yes	Yes	Yes	Yes	Yes	Yes				Yes
9. Ana Veriga Milton	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes				Yes
Quorum	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes				Yes

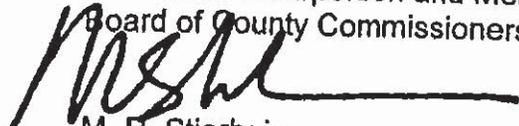
77
 Total Meetings
 Total Quorum

MEMORANDU

Amended
Agenda Item No. 5(A)

TO: Honorable Chairperson and Members
Board of County Commissioners

DATE: (Public Hearing 11-24-98
October 6, 1998

FROM: 
M. R. Stierheim
County Manager

SUBJECT: Miami Metrozoo
Oversight Board

0#98-168

RECOMMENDATION

It is recommended that the Board approve the attached ordinance which establishes an Oversight Board to guide the operations, development and policy of Miami Metrozoo. The Oversight Board formalizes a collaborative effort between the Zoological Society of Florida and Miami-Dade County to join resources to ensure the continued viability and improvement of the zoo.

BACKGROUND

As with many county operated programs, the Miami Metrozoo has been experiencing increasing challenges to provide quality service in the face of limited funding. The zoo has an additional difficulty in that it relies heavily on paid patronage and philanthropic support to sustain its facilities and programs. Fortunately, our zoo enjoys the assistance of a broad support group in the form of the Zoological Society of Florida. In addition to maintaining the membership base, the Society manages the zoo store, a complement of volunteers, an education program, including the hands-on children's zoo, PAWS and a significant fundraising effort. The Society has raised approximately \$30 million in external funding in the last 15 years to support the zoo.

You may be surprised to know that while we have maintained a 42-year relationship with the Zoological Society, we do not have a written agreement with the organization to clearly establish the terms and conditions of the relationship. In response to concerns of the Society, Mayor Penelas convened a series of meetings last fall to begin to organize an operating agreement to clarify and formalize the relationship. One of the aspects of a zoo operation which is considered in maintaining accreditation by the American Zoo and Aquarium Association (AZA) is the clarity of the facility's governance structure and the ability of its supporting organizations to advance the mission of the institution. The negotiations with the Society were suspended while the AZA conducted a pre-accreditation review of the Miami Metrozoo during the early part of this year. Upon submission of its report in April, the AZA cited concerns about the status of our relationship with the Zoological Society. Negotiations with the Society resumed this summer and the result is the recommendation of the Oversight Board which is established by this proposed ordinance as well as a companion operating agreement. The companion operating agreement is scheduled to be

submitted for your approval with the second reading of this ordinance. We felt the Board would benefit from an early review of the proposed operating agreement while considering this ordinance between first and second reading, therefore, attached is the latest working version to this ordinance. This agreement has the approval of both the county staff and the Executive Board of the Zoological Society.

The Oversight Board is essentially a policy and operational governing entity carrying out related responsibilities for the County Commission. There is no conveyance of county property to the Board. The day-to-day zoo operations continue as presently performed by the Park and Recreation Department. The recommended ordinance creates a seven-member governing entity comprised of the Mayor, County Manager, Park and Recreation Director, President and Immediate Past President of the Zoological Society and Directors of the Zoological Society and Metrozoo. The Oversight Board's principal responsibilities are:

- oversee development of goals/objectives and the Zoo Master/Strategic Plan,
- oversee preparation of the consolidated Society/county zoo budget,
- oversee compliance of terms and conditions of the operating agreement between the county and Zoological Society, and
- serve as governing advisory board to the County Commission.

The establishment of the Oversight Board together with approval of an operating agreement with the Zoological Society will represent a significant step in strengthening our partnership with this fine support organization. We have discussed this proposal with the AZA accreditation Task Force Chair and this approach is regarded as a good model toward an improved working relationship. In the interest of ensuring the ongoing improvement of one of our most unique public assets and visitor attractions, your approval is respectfully recommended.

Attachment

MRS13598

MEMORANDUM

TO: Honorable Chairperson and Members
Board of County Commissioners

DATE: November 24, 1998

FROM: Merrett R. Stierheim
County Manager

SUBJECT: Fiscal Impact of Proposed
Ordinance Creating the
Miami Metrozoo
Oversight Board

The proposed ordinance establishes an Oversight Board to guide the operations, development and policy of Miami Metrozoo, as outlined in my memorandum of October 6, 1998. The ordinance results in no fiscal impact to the County.

Approved _____ Mayor
Veto _____
Override _____

Amended
Agenda Item No. 5 (A)
11-24-98

ORDINANCE NO. 98-168

**ORDINANCE CREATING THE MIAMI METROZOO
OVERSIGHT BOARD; PROVIDING FOR MEMBERSHIP,
PURPOSE, ORGANIZATION AND PROCEDURE,
APPOINTMENT AND TENURE, POWERS, DUTIES AND
FUNCTIONS OF THE BOARD, AND STAFF SUPPORT;
PROVIDING FOR RELATED OPERATING AGREEMENT;
PROVIDING SEVERABILITY, INCLUSION IN THE CODE,
AND AN EFFECTIVE DATE**

WHEREAS, it is in the public interest to ensure that Miami Metrozoo is operated, maintained, restored, preserved and accredited by the American Association of Zoos and Aquariums as a zoological park of national stature and recognition for the benefit of the residents of Miami-Dade County and visitors to South Florida; and

WHEREAS, essential conditions which must be met to maintain accreditation include establishing a clear mission for the institution and governance structure which will advocate and advance the mission, and

WHEREAS, it is the intention of this Board to clarify the responsibilities of the County Manager, Zoo Director, the Park and Recreation Department, and the Zoological Society of Florida whereby the governance and operating relationship between the County and Zoological Society shall be compliant with generally accepted standards.

**NOW, THEREFORE, BE IT ORDAINED BY THE BOARD OF COUNTY
COMMISSIONERS OF DADE COUNTY, FLORIDA:**

Section 1. The Code of Miami-Dade County shall be amended by the addition of the following new section:

1. **Creation of the Miami Metrozoo Oversight Board.** There is hereby created and established as an agency and instrumentality of Miami-Dade County a board which shall be named and known as the Miami Metrozoo Oversight Board (hereinafter referred to as "the Zoo Board").

2. **Purpose.** The Zoo Board shall be a governing advisory board to the Board of County Commissioners and have such rights and responsibilities as set forth in this ordinance and in the Miami Metrozoo Operating Agreement with the Zoological Society. In addition to overall policy and operational guidance, the Board shall be responsible for establishing long and short term strategic and program plans for Metrozoo, including the establishment of goals and objectives guiding all activities and for overseeing the preparation of a consolidated (Society and County) budget for Metrozoo for adoption by the Society and Board of County Commissioners.

3. **Designated Facilities.** Facilities designated as Miami Metrozoo. As used herein, the term "Miami Metrozoo" shall include certain real property owned Miami-Dade County at the zoological park located at 12400 SW 152 Street subject to certain restrictive covenants and its related personal property utilized to support the Miami Metrozoo.

4. **Board Membership**

A. **Members.** Oversight of the policy and operation of the Miami Metrozoo shall be performed by an Oversight Board composed of the following nine

(9) members:

- (a) The Executive Mayor and in his absence, a designee who shall be a County Commissioner;
- (b) The Miami-Dade County Manager or designee;
- (c) The Sitting President of the Zoological Society;

- (d) The immediate past president of the Zoological Society;
- (e) The Executive Director of the Zoological Society;
- (f) The Executive Director of the Miami Metrozoo;
- (g) The Director of the Miami-Dade Park and Recreation Department.
- (h) A member of the Board of County Commissioners to be designated by the Executive Mayor; and
- (i) A member of the Executive Committee of the Zoological Society.

Members of the Zoo Board shall serve without compensation but shall be entitled to reimbursement for necessary expenses incurred in the discharge of their duties. Each member must sign and abide by a code of ethics modeled after the most recent American Association of Zoos and Aquariums Code of Ethics.

5. Organization of the Oversight Board.

(a) **Officers.** The Zoo Board shall elect one of its voting members as chairperson and one of its voting members as vice-chairperson and shall designate a secretary who may or may not be a member of the Zoo Board, and such other officers as the Zoo Board may determine to be necessary. In addition, the Zoo Board shall make, adopt and amend by-laws, rules and regulations for its own governance and for the operation, governance, restoration, preservation and maintenance of designated facilities.

(b) **Meetings.** The Zoo Board shall hold regular meetings, no less than six times per year, and such other meetings, as it deems necessary. A majority of the duly appointed and sitting members of the Zoo Board shall constitute a quorum. Minutes shall be kept of all meetings of the Zoo Board and all meetings shall be duly noticed to the public.

(c) **Committees.** The chairperson shall nominate and the Zoo Board shall appoint the chairperson and members of such committees as the Zoo Board shall find helpful to their mission, however, no authority to act or speak in the name of the Zoo Board shall be delegated to a committee. Each committee shall be chaired by a duly appointed member of the Zoo Board, however, committee membership may include persons who are not members of the Zoo Board. The Zoo Board may establish or eliminate committees at its discretion.

(d) **Applicability of County rules and procedures.** The Zoo Board shall at all times operate under the Florida Open Government laws, including the "Sunshine Law," public meeting laws and public records laws and shall be governed by all State and County conflict of interest laws, as applicable, including the Miami-Dade County Conflict of Interest and Code of Ethics Ordinance, Sec. 2-11.1 of the Code of Miami-Dade County.

(e) **Restriction on the Zoo Board.** Neither the Zoo Board nor any of its members shall direct or request the appointment of any person to, or his removal from their position by the County Zoo Director or Zoological Society Executive Director or any of their subordinates, or take part in the appointment or removal of Miami-Dade or Society employees at Miami Metrozoo, provided, however, that the Zoo Board and its members may render advisory assistance regarding the removal and appointment of the Directors as provided in this ordinance. Except for the purpose of inquiry, the Zoo Board and its members shall deal with the employees at Miami Metrozoo solely through the Executive Directors of the Zoological Society and the County Zoo Director and neither the Zoo Board nor any members thereof shall give orders to any subordinates of the Executive Directors of the Zoological Society and the County Zoo Director, either publicly or privately. Any willful violation of the provisions of this section by a member

of the Zoo Board shall be grounds for his or her removal from the Zoo Board by an action brought in the Circuit Court by the State Attorney of this County.

(f) **Attendance requirement.** Notwithstanding any other provision of this Code, any board member shall be automatically removed if, in a given fiscal year: (i) he or she is absent from two consecutive meetings without an acceptable excuse; or, (ii) if he or she is absent from three of the Zoo Board's meetings without an acceptable excuse; or, (iii) whether excused or not, he or she misses 2/3rds of the Zoo Board's meetings in a given fiscal year. A member shall be deemed absent from a meeting when he or she is not present at the meeting at least seventy-five percent of the time. An "acceptable excuse" is defined as an absence for medical reasons, business reasons, personal reasons, or any other reason which the Zoo Board, by a two-thirds vote of the membership, deems appropriate. By a two-thirds (2/3) vote of the members of the full Zoo Board, the provisions of this section may be waived.

(g) **Staff Support.** The County Manager and the County Attorney, in cooperation with the Zoological Society of Florida, shall provide such staff support to the Zoo Board as may be necessary to accomplish its purpose.

6. **Operating Agreement.** The relationship between the County and Zoological Society and the manner in which these parties work jointly under the oversight of the Zoo Board shall be set forth in an Operating Agreement. The Operating Agreement shall include but not be limited to the following terms and conditions: requirement for the development and approval of a master strategic plan and maintaining national accreditation, establishment of specific goals and objectives, development of a consolidated (Society and County) budget, stipulating the manner in which capital improvement, zoo operations, marketing, fundraising, education and other activities will be conducted jointly by the Society and the County. The Operating Agreement

shall be approved by the Board of County Commissioners and Zoological Society of Florida Board of Directors.

7. **Liberal construction to effectuate public purpose.** This ordinance, being for the public purpose and for the long-term welfare of the Miami Metrozoo facilities and the present and future citizens of Miami-Dade County, Florida, shall be liberally construed to effect the purposes hereof.

Section 2. Severability. If any section, subsection, sentence, clause or provision of this ordinance is held invalid, the remainder of this ordinance shall not be affected by such invalidity.

Section 3. Incorporation into Miami-Dade Code. It is the intention of the Board of County Commissioners, and it is hereby ordained that the provisions of this ordinance shall become and be made a part of the Code of Metropolitan Dade County, Florida. The sections of this ordinance may be renumbered or relettered to accomplish such intention, and the word "ordinance" may be changed to "section," "article," or other appropriate word.

Section 4. Effective Date. This ordinance shall become effective ten (10) days after the date of enactment unless vetoed by the Mayor, and if vetoed, shall become effective only upon an override by this Board.

Section 5. Sunset Ordinance. This ordinance does not contain a sunset provision.

PASSED AND ADOPTED: NOV 24 1998

Approved by County Attorney as
to form and legal sufficiency:

[Signature]

Prepared by:

[Signature]

9

MIAMI METROZOO OPERATING AGREEMENT

This agreement is entered into this 24 day of Nov., 1998 by and between Miami-Dade County, a political subdivision of the State of Florida (the "County") and the Zoological Society of Florida, a Florida non profit corporation (the "Society"). The parties agree:

1. General Governing Principles

The parties agree that their relationship shall at all times be governed by the following general principles to which they subscribe:

- a. The County, through its Park and Recreation Department owns Miami Metrozoo, a zoological park located at 12400 S.W. 152 Street.
- b. The Society is a non-profit corporation organized under the laws of the State of Florida. Among its corporate purposes set forth in Article III of its charter are to sponsor and encourage comprehensive zoological studies, to gather and disseminate information to all persons interested in natural history, and to cooperate and assist the County and other governmental entities in the State of Florida in the promotion and development of zoological parks and gardens. The Society shall agree to exclusively direct their efforts and resources to the support of Miami Metrozoo and its programs.
- c. Metrozoo is an internationally recognized zoo, housing over 900 wild animals in its 295 developed acres, exhibiting mammals, birds and reptiles on a zoogeographic scale, reproducing where possible native habitats and architectural and historical features indigenous to their places of origin.
- d. Metrozoo is invaluable as a source of education and recreation to our residents and visitors and as a national and international tourist attraction.
- e. The parties to this agreement have formed the partnership evidenced in this agreement to support and develop Metrozoo. The parties have entered into this agreement to delineate

their relative rights and responsibilities and thereby avoid misunderstandings, improve management, optimize resources, and eliminate duplication of efforts in the conduct of their affairs so as to better accomplish their individual and collective mission to improve Metrozoo.

- f. The County shall be principally responsible for the operations of Metrozoo.
- g. The Society shall be principally responsible for the marketing, the membership program, promotion of Metrozoo, expanding education and volunteer support, and shall serve as the fund-raising arm of Metrozoo. The Society may access the County's marketing services contract and shall seek resources to complement county marketing funds.
- h. Metrozoo shall be governed by an oversight board comprised of members of the Society and the County, as more particularly set forth in this agreement.
- i. Metrozoo shall have a strategic plan, annual program plans, including programmatic objectives, and capital and operating budgets which are jointly prepared and adopted by the Society and County.
- j. It is recognized that the Zoo's success will depend on mutual cooperation and support at all organizational levels. The parties agree to have its respective staff assist each other to the fullest extent possible and reasonable for the betterment of the Zoo.
- k. The Zoo Board organized pursuant to the accompanying ordinance and this Agreement shall be representative of the racial, ethnic and gender composition of Miami-Dade County.

2. Governing Board

Metrozoo shall be governed by the Miami Metrozoo Oversight Board (the "Zoo Board") lending assistance to the Board of County Commissioners. The Zoo Board shall be composed of nine members consisting of:

- (1) the Director of Metrozoo,

- (2) the Executive Director of the Society,
- (3) the Director of the Park and Recreation Department,
- (4) the County Manager or designee,
- (5) the Mayor of Miami-Dade County or in the absence of the Mayor, a designee who shall be a County Commissioner,
- (6) the sitting President of the Society,
- (7) the immediate past President of the Society,
- (8) a member of the Board of County Commissioners to be designated by the Executive Mayor,
- (9) a member of the Executive Committee of the Zoological Society.

The Zoo Board shall be a governing advisory board to the Board of County Commissioners, and have such rights and responsibilities as are set forth in this agreement and in the Ordinance establishing its existence (the "Ordinance"). The Ordinance shall establish the term of office, staff support and quorum and meeting requirements of the Zoo Board. The Zoo Board shall be entitled to promulgate its own rules for the conduct of its affairs. In the event of any conflict between the provisions of this agreement and the Ordinance, the Ordinance shall govern. The Zoo Board shall be responsible for establishing the long and short term strategic and program plans for Metrozoo, including establishment of goals and objectives guiding all activities and for overseeing the preparation of a consolidated (Society and County resources) budget of Metrozoo for adoption by the Society and Board of County Commissioners.

3. Master Plan

The Zoo Board shall determine a set date for the parties to complete, and deliver to the Zoo Board for its approval a master strategic plan for the facility containing at a minimum the following:

- a. all proposed land uses for Metrozoo;

- b. a long term business plan for Metrozoo, identifying current and potential markets for Metrozoo, and the programs or services that will allow Metrozoo to develop those markets;
- c. as assessment and evaluation of existing facilities, features and programs and recommendations for future development
- d. a financial program that provides a viable, sustainable plan for capital development and ongoing operations and maintenance of Metrozoo which will be compliant with national accreditation standards.

The Zoo Board shall resolve any dispute between the parties with respect to the master strategic plan. The Zoo Board shall determine a set date and deliver the approved master plan to the Board of County Commissioners for its approval.

Any and all amendments to the master strategic plan shall similarly be first approved by the Zoo Board, for ultimate approval by the Board of County Commissioners.

4. Capital Improvements

The design and construction of capital improvements shall be carried out jointly by the Society and County. Whenever a formal selection process is utilized by either party for the selection of architects, engineers or contractors, where subjective factors are evaluated as a condition of award, each party shall designate, where, a representative to participate in the process of evaluation and recommendation. Capital improvements shall be constructed in accordance with the adopted master plan and applicable procedures. Either party may contract for design and construction services and perform the related contract management function, all subject to the applicable legal requirements. The Zoo Board shall render recommendations as to the appropriate party to carry out projects on a case-by-case basis. No projects including new construction, exhibit, feature or other capital improvement may be undertaken unless funding is set forth in the approved budget.

5. Budget

The County and Society shall, on an annual basis, collaborate in the development of a consolidated budget representing the combined resources and expenditure plans of both parties for Metrozoo. The parties shall no later than February 1 of each year complete and deliver to the Zoo Board for its approval a proposed consolidated budget for Metrozoo. The budget shall be consistent with the strategic/master plan and identify all anticipated receipts of income and all capital, maintenance and operating expenses expected to be borne specifically by each of the parties during the fiscal year. The budget shall conform with a format adopted for county agencies by the County Manager as part of the annual budget process. The Zoo Board shall resolve any dispute between the parties with respect to the budget. The Zoo Board shall approve a final proposed budget not later than March 1 of each year, whereupon it will be submitted through the County Manager. The County Manager will submit to the Board of County Commissioners and the Society Executive Director will submit to the Society Board of Directors for approval the proposed consolidated Zoo budget for the upcoming fiscal year for review and incorporation of County support in the County Manager's Proposed Budget for the upcoming fiscal year. In the event that the final proposed consolidated budget is approved by both the Board of County Commissioners, through the adopted County budget, and the Society Board of Directors, it shall become the final Metrozoo budget. In the event that either the Society or the County increase, reduce or otherwise materially alter any of the items pertaining to their respective obligations as set forth in the final proposed budget, the Zoo Board shall determine the most appropriate adjustments to the final proposed budget to accommodate those changes and approve a final Metrozoo budget. It is understood that due to unique audit requirements and the existence of independent financial accounting systems, the consolidated budget, will include separate Society and County budget components.

6. Zoo Operations

Except with respect to those functions specifically identified in this agreement to be performed by the Society, the County shall be primarily responsible for the operations of Metrozoo. Specifically, the County will be responsible for the following Metrozoo functions:

- a. building and grounds maintenance, including security;
- b. food services;
- c. conservation and research;
- d. transportation within the park;
- e. animal care and veterinary services, and
- f. County gate revenue collection and administrative support,
- g. graphics

7. Society Operations

The Society shall operate the Metrozoo gift shop and the contact yard and ecology theater areas of the Children's Zoo ("PAWS") subject to the requirements of this Agreement. The gift shop policies and procedures shall conform with generally accepted business practices for similar retail activities and all prices to be charged shall be approved by the Zoo Board. All revenues derived from and expenses related to the Society's operations at Metrozoo shall be accounted for in the approved consolidated zoo budget. No activity to be conducted by the Society shall be in contravention of any existing right of any concessionaire or other third-party contractor of the County, and the Society agrees to immediately cease and desist from any such activity upon request from the County. Any new third party contracts or the extension of any such contracts shall be approved by the Zoo Board.

The County shall provide to the Society office and retail space within Metrozoo reasonably required by the Society to conduct its activities in support of Metrozoo. In addition, the County shall

provide to the Society space within Metrozoo as may be reasonably required for the Society to conduct fundraising activities in support of Metrozoo.

8. Marketing

Unless otherwise identified in this agreement to be performed by the County, the Society shall be responsible for the marketing and promotion of Metrozoo. Subject to Zoo Board approval, the Society shall carry out certain public relations, group sales and guest services activities in cooperation with existing Zoo staff. As a component of the master strategic plan, the parties agree to jointly complete and submit to the Zoo Board for approval, a comprehensive marketing plan for the promotion of Metrozoo. Proposed expenditures for marketing shall be identified in the approved budget. To the extent feasible and in the best interest of Metrozoo, the County's general advertising and marketing contract(s) may be utilized for externally procured marketing services. The Society shall be authorized to procure outside marketing services, subject to the appropriate budget authorization.

9. Fundraising

The Society is the fundraising arm of Metrozoo. Accordingly, the Society shall be the primary non-profit organization with which the County has contracted to promote, sponsor and support the activities of Metrozoo. The Society shall be principally responsible for efforts to solicit corporate, foundation and individual donations. The County shall be primarily responsible for applying for and administering, in conjunction with the Society, all grants from the federal, state or local governments. Nothing herein shall prevent the Society from seeking grants where appropriate in conjunction with the County and with the Zoo Board approval.

Fundraising shall be performed only for activities specifically approved in the Miami Metrozoo master/strategic plan. Fundraising goals and related timetables shall be in accordance with the approved master/strategic plan and budget. Private fundraising shall conform with the national

Standards of Philanthropy established by the National Charities Information Bureau as well as the standards for Charitable Solicitations established by the Council for Better Business Bureaus.

10. Donor Recognition Program

In connection with its fundraising, the Zoo shall at all times maintain a donor recognition program to express the parties' gratitude for public beneficence. The donor recognition program shall be subject to the approval of the Board and to all applicable legal requirements. The parties shall abide by the terms of the donor recognition program.

11. Special Tours

In connection with its fundraising and goodwill efforts on behalf of Metrozoo, the Society shall be entitled to conduct tours of Metrozoo including behind the scene tours. These tours will be conducted free of charge, except where they might require extraordinary expenses, in which case the expenses must be provided for within the adopted budget. The tours will be conducted during normal Zoo hours. The Society shall give to the County Zoo staff notice at least forty-eight (48) hours in advance of an anticipated special tour. If the 48-hour notice is not possible, the Society will provide as much advance notice as possible and will provide the reason why the requisite notice was not provided. Tours other than during normal business hours will be reserved for major benefactors only, and notice will be provided to the Zoo Director as noted above.

12. Education

The Society and the County shall develop, and present to the Zoo Board for approval as part of the master/strategic plan a single and comprehensive education program to be offered to the public. The program shall identify with specificity the relative obligations of the County and the Society. The approved education program shall not be changed without approval of the Zoo Board.

13. Membership Costs, Zoo Passes, Zoo Society Membership Resident Rates Discounts.

Immediately upon execution of this agreement, the Society, in cooperation with the Park and

Recreation Department shall develop an appropriate Zoo Membership program. Such program shall balance the need to broaden the support membership base with optimizing earned operating revenue for the zoo. The program shall be approved by the Zoo Oversight Board.

14. Contingency Reserve

The parties shall maintain a contingency fund deemed reasonable in the consolidated budget process to address unanticipated, extraordinary costs or revenue reductions. Either party may apply for contingency funds, subject to the approval of the Zoo Board.

15. Accreditation

Metrozoo, and the parties to this agreement, shall at all times comply with all accreditation standards published by the American Zoo and Aquarium Association (AZA) and any other nationally recognized accreditation boards for zoos or similar park and recreation facilities. In the event that either party falls below any of those standards in the conduct of its activities or functions for Metrozoo, or notice is given by those organizations that the accreditation or ranking of Metrozoo is comprised, the party responsible for such deficiency shall address the deficiency immediately and correct it as soon as possible, at that party's sole expense.

16. Audit

The Society shall maintain its books and records in accordance with generally accepted accounting principles. Each year, the Society shall cause its books and records to be audited by an independent certified public accountant, and a copy of the audited financial statement shall be delivered to the County not later than one hundred and twenty days after the end of the Society's fiscal year. The County is hereby authorized to access the books and records of the Society during normal business hours, upon reasonable notice to the Society or to its independent auditor, such data as may be needed to adequately reflect the operation of the Society and the Society's compliance with the

terms of this Agreement. At all times, the identity of the donors to the Society who desire to remain anonymous shall be protected.

17. Term; Effectiveness

This Agreement shall become effective on the effective date of the Ordinance establishing the Zoo Board. This Agreement shall be in effect for the period of three years following its effective date, and shall be automatically renewed annually for subsequent terms of one year, unless 60 days prior to the expiration of the then current term, either party notified the other of its intent not to renew this Agreement.

This Agreement shall be subject to review and concurrence of the United States Department of the Interior as may be required for deed requirements.

18. County Maintenance of Effort

The County will make every good faith effort to maintain the county general fund subsidy at no less than 80 percent of the average subsidy level for fiscal years FY 1996 – FY 1998. However it is understood that the Board of County Commissioners has a statutory limitation in committing to multi-year funding levels and must maintain annual budget setting authority.

19. General Provisions

During the term of this Agreement, the following provisions shall apply:

- a. Neither the County nor the Society may transfer in any fashion all or any part of its respective interest in this Agreement to a third party.
- b. The County and the Society shall obey all laws, statutes, ordinances, codes, rules and regulations of all governmental entities with appropriate authority and jurisdiction, including meetings insurance levels in accordance with established County Risk Management requirements.

c. Indemnification

The Society shall indemnify and save the County harmless from any and all claims, liability, losses and causes of action which may arise out of the negligence or intentional acts of Society, its agents and employees in performance under this agreement. The Society directly or through its insurance carrier shall pay all claims and losses of any nature whatsoever in connection therewith, and shall defend all suits, in the name of the County when applicable, and shall pay all costs and judgments which may issue thereon.

To the extent allowed and subject to the monetary and other limitations set forth in Section 768.28 of the Florida Statutes, the County shall indemnify and save the Society harmless from any and all claims, liability, losses and causes of action which may arise out of the negligence of intentional acts of the County, its agents and employees, in performance under this agreement. The County directly or through its insurance carrier shall pay all claims and losses of any nature whatsoever in connection therewith, and shall defend all suits, in the name of the Society when applicable, and shall pay all costs and judgments which may issue thereon.

- d. No indulgence, consent to, or waiver of any breach of any provision of this Agreement by either party shall be construed as a consent to or waiver of any other breach of the same or any other provision of this Agreement unless specifically acknowledged in writing by both parties.
- e. The occurrence of any non performance of an action required hereunder, or the performance of any action contrary to the terms of this Agreement shall constitute a default of this Agreement.
- f. Upon notice of default by either party, the party receiving such notice shall immediately cure or, if such default cannot be immediately cured, commence to cure the default, if such

default exists. Failure to cure a default immediately or to immediately commence and diligently pursue cure to a timely conclusion, shall be adequate grounds for immediate termination of this Agreement.

- g. Correspondence and notices shall be deemed given when received by hand delivery or delivery by U.S. Mail, Certified, Return Receipt Requested or, in the event that the U.S. Mail or hand delivery is not accepted, receipt of correspondence or notice shall be deemed to have occurred on the third day after posting by U.S. Mail, Certified, Return Receipt Requested, at the addresses below:

For the Society: President
 Zoological Society of Florida
 12400 SW 152 Street
 Miami, FL 33177-9990

For the County: County Manager
 Miami-Dade County
 111 NW 1 Street, Suite 2910
 Miami, FL 33128

Copy: Robert A. Ginsburg
 Miami-Dade County Attorney
 111 NW 1 Street, Suite 2810
 Miami, FL 33128

Or to such other addresses as may be designated in writing. Courtesy copies of notices shall be sent to the additional parties as may be requested in writing by the Society or the County.

- h. Where any approval is required, such approval shall not be unreasonably withheld or unduly delayed.
- i. This Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

- j. In the event any one or more of the provisions contained in this Agreement shall, for any reason, be held to be invalid, illegal, or unenforceable in any respect, such invalidity, illegality, or unenforceability shall not affect any other provision of this Agreement and this Agreement shall be construed as if such invalid, illegal, or unenforceable provision has never been contained herein. Further, in the event that any provision of this Agreement shall be held to be invalid, illegal or unenforceable by virtue of its scope, but may be made valid, legal or enforceable by limitation thereof, such provision shall be deemed to be amended to the minimum extent necessary to render it valid, legal or enforceable under the laws of the jurisdiction in which validity, legality, or enforceability is sought.
- k. Contracts to be entered into in furtherance of this Agreement shall be subject to the County's minority and small business enterprise ordinances, as applicable.

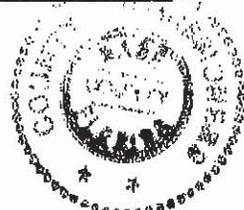
This Agreement with those agreements and exhibits referred to or incorporated herein, constitutes the entire Agreement between the Society and the County and may not be changed or amended except in writing and duly approved and signed by the parties.

IN WITNESS WHEREOF, the parties set their hands and seal of approval.

ATTEST:

HARVEY RUVIN, CLERK

BY: *Harvey Ruvin*



WITNESS:

BY: *[Signature]*

DADE COUNTY, FLORIDA BY ITS BOARD OF COUNTY COMMISSIONERS

BY: *[Signature]*

MERRETT R. STIERHEIM
County Manager

ZOOLOGICAL SOCIETY OF FLORIDA,
A Florida non-profit corporation

BY: *[Signature]*



MEMORANDUM

Agenda Item No. 7(E)

TO: Honorable Chairman Dennis C. Moss
and Members, Board of County Commissioners

DATE: December 7, 2010

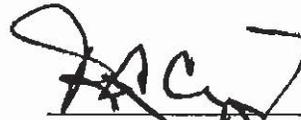
FROM: R. A. Cuevas, Jr.
County Attorney

SUBJECT: Ordinance amending Section
2-1151 of the Code, relating to
Miami Metrozoo Oversight
Board

10-86

The ordinance was amended at committee from the original in that the Chairperson of the Board of County Commissioners will now select a member of the BCC to sit on the Zoo Board, who will serve as Chairperson of the Zoo Board, and the Zoological Society shall select one of its members to serve as the vice-chairperson of the Zoo Board.

The accompanying ordinance was prepared and placed on the agenda at the request of Prime Sponsor Chairman Dennis C. Moss.



R. A. Cuevas, Jr.
County Attorney

RAC/cp

Memorandum



Date: December 7, 2010

To: Honorable Chairman Dennis C. Moss
and Members, Board of County Commissioners

From: George M. Burgess
County Manager

A handwritten signature in black ink, appearing to read "Burgess".

Subject: Ordinance amending Section 2-1151 of the Code relating to the Miami Metrozoo Oversight Board

The ordinance amending Section 2-1151 of the Code of Miami-Dade County relating to the Miami Metrozoo Oversight Board will not have a fiscal impact to the County.

A handwritten signature in black ink, appearing to read "Alex".

Alex Munoz,
Assistant County Manager

fls7910



MEMORANDUM

(Revised)

TO: Honorable Chairman Dennis C. Moss
and Members, Board of County Commissioners

DATE: December 7, 2010

FROM: 
R. A. Cuevas, Jr.
County Attorney

SUBJECT: Agenda Item No. 7(E)

Please note any items checked.

- "3-Day Rule" for committees applicable if raised
- 6 weeks required between first reading and public hearing
- 4 weeks notification to municipal officials required prior to public hearing
- Decreases revenues or increases expenditures without balancing budget
- Budget required
- Statement of fiscal impact required
- Ordinance creating a new board requires detailed County Manager's report for public hearing
- No committee review
- Applicable legislation requires more than a majority vote (i.e., 2/3's ____, 3/5's ____, unanimous ____) to approve
- Current information regarding funding source, index code and available balance, and available capacity (if debt is contemplated) required

Approved _____ Mayor

Agenda Item No. 7(E)

Veto _____

12-7-10

Override _____

ORDINANCE NO. 10-86

ORDINANCE AMENDING SECTION 2-1151 OF THE CODE OF MIAMI-DADE COUNTY, FLORIDA, RELATING TO MIAMI METROZOO OVERSIGHT BOARD; PROVIDING SEVERABILITY; INCLUSION IN THE CODE; AND AN EFFECTIVE DATE

BE IT ORDAINED BY THE BOARD OF COUNTY COMMISSIONERS OF MIAMI-DADE COUNTY, FLORIDA:

Section 1. Section 2-1151 of the Code of Miami-Dade County, Florida, is hereby amended to read as follows¹:

Sec. 2-1151. – ~~[[Miami Metrozoo]]~~ >>Miami-Dade Zoological Park and Gardens<<

Oversight Board.

1. *Creation of the* ~~[[Miami Metrozoo]]~~ >>Miami-Dade Zoological Park and Gardens<< *Oversight Board.* There is hereby created and established as an agency and instrumentality of Miami-Dade County a board which shall be named and known as the ~~[[Miami Metrozoo]]~~ >>Miami-Dade Zoological Park and Gardens<< Oversight Board (hereinafter referred to as "the Zoo Board").
2. *Purpose.* The Zoo Board shall be a governing advisory board to the Board of County Commissioners and have such rights and responsibilities as set forth in this ordinance and in the ~~[[Miami Metrozoo]]~~ Operating Agreement ~~[[with]]~~ >>between Miami-Dade County and<< the Zoological Society. In addition to overall policy and operational guidance, the >>Zoo<< Board shall be responsible for establishing long and short term strategic and program plans for ~~[[Metrozoo]]~~ >>Miami-Dade Zoological Park and Gardens<<, including the establishment of goals and objectives guiding all activities and for overseeing the preparation of a consolidated (>>Zoological<< Society and County) budget for ~~[[Metrozoo]]~~ >>Miami-Dade Zoological Park and Gardens<< for adoption by the >>Zoological<< Society and Board of County Commissioners.
3. *Designated facilities.* Facilities designated as ~~[[Miami Metrozoo]]~~ >>Miami-Dade Zoological Park and Gardens<<. As used herein, the term ~~[[Miami~~

¹ Words stricken through and/or ~~[[double bracketed]]~~ shall be deleted. Words underscored and/or >>double arrowed<< constitute the amendment proposed. Remaining provisions are now in effect and remain unchanged.

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~~Metrozoo~~]] >>“Miami-Dade Zoological Park and Gardens”<< shall include certain real property owned >>by<< Miami-Dade County at the zoological park located at 12400 SW 152 Street subject to certain restrictive covenants and its related personal property utilized to support the [[~~Miami-Metrozoo~~]] >>Miami-Dade Zoological Park and Gardens<<.

4. *Board membership.*

A. *Members.* Oversight of the policy and operation of the [[~~Miami Metrozoo~~]] >>Miami-Dade Zoological Park and Gardens<< shall be performed by an Oversight Board composed of the following nine (9) members:

- (a) The [[~~Executive~~]] >>County<< Mayor and in his absence, a designee [[~~who shall be a County Commissioner~~]];
- (b) The Miami-Dade County Manager or designee;
- (c) The Sitting President of the Zoological Society;
- (d) The immediate past president of the Zoological Society;
- (e) The Executive Director of the Zoological Society;
- (f) The Executive Director of the [[~~Miami-Metrozoo~~]] >>Miami-Dade Zoological Park and Gardens<<;
- (g) The Director of the Miami-Dade Park and Recreation Department[[~~-~~]]>>;<<
- (h) A member of the Board of County Commissioners to be designated by the [[~~Executive Mayor~~]] >>Chairperson of the<<² >>Board of County Commissioners<< >>(“Board Designee”)<<; and
- (i) A member of the Executive Committee of the Zoological Society.

Members of the Zoo Board shall serve without compensation but shall be entitled to reimbursement for necessary expenses incurred in the discharge of their duties.

² Committee amendments are indicated as follows: words double stricken through and/or [[double bracketed]] shall be deleted, words double underlined and/or >>double arrowed<< constitute the amendment proposed.

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Each member must sign and abide by a code of ethics modeled after the most recent American Association of Zoos and Aquariums Code of Ethics.

5. *Organization of the Oversight Board.*

- (a) *Officers.* The ~~>>chairperson of the<<~~ Zoo Board shall ~~>>~~ be the Board Designee ~~<< [[elect one (1) of its voting members as chairperson]] and~~ ~~>>~~ the ~~<< [[one (1) of its voting members as]] vice-chairperson >>~~ of the Zoo Board shall be ~~<< [[>>, with one position to be held by a representative of Miami-Dade County and the other position to be held by]] >>~~ a representative of the Zoological Society ~~<< >>~~ selected by the Zoological Society ~~<< >>~~. The Zoo Board ~~<< [[and]]~~ shall designate a secretary who may or may not be a member of the Zoo Board, and such other officers as the Zoo Board may determine to be necessary. In addition, the Zoo Board shall make, adopt and amend bylaws, rules and regulations for its own governance and for the operation, governance, restoration, preservation and maintenance of designated facilities.
- (b) *Meetings.* The Zoo Board shall hold regular meetings, no less than six (6) times per year, and such other meetings, as it deems necessary. A majority of the duly appointed and sitting members of the Zoo Board shall constitute a quorum. Minutes shall be kept of all meetings of the Zoo Board and all meetings shall be duly noticed to the public.
- (c) *Committees.* The chairperson shall nominate and the Zoo Board shall appoint the chairperson and members of such committees as the Zoo Board shall find helpful to their mission, however, no authority to act or speak in the name of the Zoo Board shall be delegated to a committee. Each committee shall be chaired by a duly appointed member of the Zoo Board, however, committee membership may include persons who are not members of the Zoo Board. The Zoo Board may establish or eliminate committees at its discretion.
- (d) *Applicability of County rules and procedures.* The Zoo Board shall at all times operate under the Florida Open Government laws, including the "Sunshine Law," public meeting laws and public records laws and shall be governed by all State and County conflict of interest laws, as applicable, including the Miami-Dade County Conflict of Interest and Code of Ethics Ordinance, Sec. 2-11.1 of the Code of Miami-Dade County.
- (e) *Restriction on the Zoo Board.* Neither the Zoo Board nor any of its members shall direct or request the appointment of any person to, or his removal from their position by the County Zoo Director or Zoological Society Executive Director or any of their subordinates, or take part in the

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appointment or removal of Miami-Dade or >>Zoological<< Society employees at [~~Miami Metrozoo~~] >>Miami-Dade Zoological Park and Gardens<<, provided, however, that the Zoo Board and its members may render advisory assistance regarding the removal and appointment of the Directors as provided in this section. Except for the purpose of inquiry, the Zoo Board and its members shall deal with the employees at [~~Miami Metrozoo~~] >>Miami-Dade Zoological Park and Gardens<< solely through the Executive Directors of the Zoological Society and the County Zoo Director and neither the Zoo Board nor any members thereof shall give orders to any subordinates of the Executive Directors of the Zoological Society and the County Zoo Director, either publicly or privately. Any willful violation of the provisions of this section by a member of the Zoo Board shall be grounds for his or her removal from the Zoo Board by an action brought in the Circuit Court by the State Attorney of this County.

- (f) *Attendance requirement.* Notwithstanding any other provision of this Code, any board member shall be automatically removed if, in a given fiscal year:
 - (i) He or she is absent from two (2) consecutive meetings without an acceptable excuse;
 - (ii) If he or she is absent from three (3) of the Zoo Board's meetings without an acceptable excuse; or
 - (iii) Whether excused or not, he or she misses two-thirds (2/3) of the Zoo Board's meetings in a given fiscal year. A member shall be deemed absent from a meeting when he or she is not present at the meeting at least seventy-five (75) percent of the time. An "acceptable excuse" is defined as an absence for medical reasons, business reasons, personal reasons, or any other reason which the Zoo Board, by a two-thirds (2/3) vote of the membership, deems appropriate. By a two-thirds (2/3) vote of the members of the full Zoo Board, the provisions of this section may be waived.
 - (g) *Staff support.* The County Manager and the County Attorney, in cooperation with the Zoological Society of Florida, shall provide such staff support to the Zoo Board as may be necessary to accomplish its purpose.
6. *Operating agreement.* The relationship between the County and Zoological Society and the manner in which these parties work jointly under the oversight of the Zoo Board shall be set forth in an Operating Agreement. The Operating

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Agreement shall include but not be limited to the following terms and conditions: requirement for the development and approval of a master strategic plan and maintaining national accreditation, establishment of specific goals and objectives, development of a consolidated (>>Zoological<< Society and County) budget, stipulating the manner in which capital improvement, zoo operations, marketing, fundraising, education and other activities will be conducted jointly by the >>Zoological<< Society and the County. The Operating Agreement shall be approved by the Board of County Commissioners and Zoological Society of Florida Board of Directors.

7. *Liberal construction to effectuate public purpose.* This section, being for the public purpose and for the long-term welfare of the ~~[[Miami Metrozoo]]~~ >>Miami-Dade Zoological Park and Gardens<< facilities and the present and future citizens of Miami-Dade County, Florida, shall be liberally construed to effect the purposes hereof.

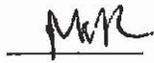
Section 2. If any section, subsection, sentence, clause or provision of this ordinance is held invalid, the remainder of this ordinance shall not be affected by such invalidity.

Section 3. It is the intention of the Board of County Commissioners, and it is hereby ordained, that the provisions of this ordinance, including any sunset provision, shall become and be made part of the Code of Miami-Dade County, Florida. The sections of this ordinance may be renumbered or relettered to accomplish such intention, and the word "ordinance" may be changed to "section," "article," or other appropriate word.

Section 4. This ordinance shall become effective ten (10) days after the date of enactment unless vetoed by the Mayor, and if vetoed, shall become effective only upon an override by this Board.

PASSED AND ADOPTED: December 7, 2010

Approved by County Attorney as  to form and legal sufficiency:

Prepared By: 

Monica Rizo

Prime Sponsor: Chairman Dennis C. Moss

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Approved _____ Mayor
Veto _____
Override _____

RESOLUTION NO. R-44-00

RESOLUTION APPROVING AN AMENDMENT TO THE MIAMI METROZOO OPERATING AGREEMENT AND WAIVING FORMAL BID PROCEDURES, AND REQUIREMENTS OF ADMINISTRATIVE ORDERS 3-2 AND 3-4, AUTHORIZING THE PARK AND RECREATION DEPARTMENT TO REIMBURSE THE ZOOLOGICAL SOCIETY FOR EDUCATIONAL PROGRAMMING AND MARKETING FOR THE MIAMI METROZOO

WHEREAS, this Board desires to accomplish the purposes outlined in the accompanying memorandum, a copy of which is incorporated herein by Reference,

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF MIAMI-DADE COUNTY, FLORIDA, that this Board approves an amendment to the Miami Metrozoo Operating Agreement substantially in accordance with the forms attached hereto and made a part hereof, and authorizes the County Manager to execute same for and on behalf of Miami-Dade County, Florida; and finds it to be in the best interest of the County to waive formal bid procedures and the requirements of Administrative Orders 3-2 and 3-4 to allow the Park and Recreation Department to reimburse the Zoological Society for educational programming and marketing for the Zoo, formal bidding being waived in this instance pursuant to Section 4.03 (D) of the Home Rule Charter by two-thirds (2/3) vote of the Board members present.

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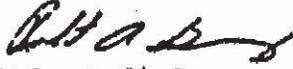
MEMORANDUM



TO: Hon. Chairperson and Members
Board of County Commissioners

DATE: May 9, 2000

SUBJECT: Agenda Item No. 6(L)(1)(G)

FROM: 
Robert A. Ginsburg
County Attorney

Please note any items checked.

- "4-Day Rule" (Applicable if raised)
- 6 weeks required between first reading and public hearing
- Decreases revenues or increases expenditures without balancing budget
- Budget required
- Statement of fiscal impact required
- Statement of private business sector impact required
- Bid waiver requiring County Manager's written recommendation
- Ordinance creating a new board requires a detailed County Manager's report for public hearing
- "Sunset" provision required
- Legislative findings necessary

The foregoing resolution was offered by Commissioner **Dorrian D. Rolle**
who moved its adoption. The motion was seconded by Commissioner **Bruno A. Barreiro**
and upon being put to a vote, the vote was as follows:

Dr. Miriam Alonso	absent	Bruno A. Barreiro	aye
Dr. Barbara M. Carey-Shuler	absent	Miguel Diaz de la Portilla	aye
Betty T. Ferguson	aye	Gwen Margolis	absent
Natacha Seijas Millán	absent	Jimmy L. Morales	absent
Dennis C. Moss	aye	Pedro Reboredo	aye
Dorrian D. Rolle	aye	Katy Sorenson	aye
Javier D. Souto	absent		

The Chairperson thereupon declared the resolution duly passed and adopted this 9th day of May, 2000. This resolution shall become effective ten (10) days after the date of its adoption unless vetoed by the Mayor, and if vetoed, shall become effective only upon an override by this Board.



MIAMI-DADE COUNTY, FLORIDA
BY ITS BOARD OF COUNTY
COMMISSIONERS

HARVEY RUVIN, CLERK

BY: KAY SULLIVAN
Deputy Clerk

Approved by County Attorney as
to form and legal sufficiency. AC

AMENDMENT TO MIAMI METROZOO OPERATING AGREEMENT

This Amendment to the Miami Metrozoo Operating Agreement, is made this _____ day of May, 2000, by and between Miami-Dade County, a political subdivision of the State of Florida (the "County") and the Zoological Society of Florida, a Florida non-profit corporation (the "Society")

WITNESSETH

WHEREAS, pursuant to Ordinance No. 98-168, the Society and the County have entered into the Miami Metrozoo Operating Agreement (the "Agreement"), dated November 24, 1998 (hereinafter referred to as the "Operating Agreement") for the joint operation of various Miami Metrozoo (the "Zoo") functions, including marketing and educational programming; and

WHEREAS, under the existing Operating Agreement, the Society is responsible for carrying out all marketing, advertising, and promotion at the Zoo; and

WHEREAS, under the existing Operating Agreement, the Society is responsible for carrying out educational programming at the Zoo; and

WHEREAS, the County wishes to reimburse the Society for marketing, advertising and educational programming expenses undertaken in furtherance of the Society's contractual obligations under the existing Operating Agreement to the extent budgeted and approved by the Board of County Commissioners and the Zoo Board;

NOW THEREFORE, for and in consideration of the mutual promises, obligations, and covenants contained in this Amendment, the sufficiency of which are hereby acknowledged, the parties to the Operating Agreement agree to amend the Operating Agreement as follows:

1. Section 8 of the Operating Agreement relating to marketing at the Zoo is hereby amended as follows:

8. Marketing

Unless otherwise identified in this agreement to be performed by the County, the Society shall be responsible for the marketing and promotion of Metrozoo. Subject to the Zoo Board approval, the Society shall carry out certain public relations, group sales and guest services activities in cooperation with existing Zoo staff. As a component of the master strategic plan, the parties agree to jointly complete and submit to the Zoo Board for approval, a comprehensive marketing plan for the promotion of Metrozoo. Proposed expenditures for marketing shall be identified in the approved budget. To the extent feasible and in the best interest of Metrozoo, the County's general advertising and marketing contract(s)

MEMORANDUM

Agenda Item No.6(L)(1)(G)

TO: Honorable Chairperson and Members
Board of County Commissioners

DATE: May 9, 2000

FROM: 
M. R. Blumenthal
County Manager

SUBJECT: Amendment to Miami Metrozoo
Operating Agreement

RECOMMENDATION

It is recommended that the Board approve an amendment to the Miami Metrozoo Operating Agreement ("Operating Agreement") to allow Miami-Dade County ("County") to reimburse the Zoological Society ("Society") for marketing and educational programming at the Miami Metrozoo ("Zoo") up to the annual amount budgeted by the County for such expenses. It is also recommended that this Board grant a waiver of formal bid procedures and the requirements of Administrative Orders 3-2 and 3-4 to allow the Park and Recreation Department ("Department") to reimburse the Zoological Society ("Society") for educational programming and marketing at the Zoo.

BACKGROUND

Under the Operating Agreement, the Society is responsible for carrying out all marketing and advertising for the Zoo. The Park and Recreation Department includes a budgeted line item for marketing and advertising for the Zoo. The Department wishes to amend its contract with the Society in order to reimburse the Society for its advertising and marketing efforts to the extent budgeted by the County and approved by the Zoo Board. While the Operating Agreement allows the Society to employ the County's general advertising and marketing contracts in the exercise of its contractual obligation, the County does not presently have a marketing and advertising contract. As a result, the Society must employ its own advertising and marketing vendors for the Zoo. Because the Society is under contractual obligation to undertake all advertising and marketing for the Zoo, it is currently unable to access any existing County contracts procured pursuant to County requirements. Thus, it is recommended that the Board waive formal bid procedures and the requirements of AO 3-2 and AO 3-4 to permit the County to reimburse the Society for marketing and advertising it undertakes on behalf of the Zoo. Once the County enters into advertising and marketing contract, the Society, under the terms of the Operating Agreement, may utilize such contract to the extent feasible and in the best interest of the Zoo.

Likewise, under the Operating Agreement, the Society is responsible for educational programming at the Zoo. The Park and Recreation Department also includes a budgeted line item for educational programming at the Zoo, and wishes to amend its contract with the Society in order to reimburse the Society for its educational programming to the extent budgeted by the County and approved by the Zoo Board. Some of the educational programming at the Zoo consists of unique traveling exhibits that usually require immediate deposit to confirm date availability. Standard County purchasing and bid

Honorable Chairperson and Members
Board of County Commissioners
Page 2

procedures do not accommodate these types of arrangements. Given the unique nature of these exhibits, formal bidding - or waiver thereof -- and Board or Manager approval of each agreement proves unfeasible. Due to the unique nature of educational programming at the Zoo, it is recommended that the Board waive formal bid procedures and the requirements of AO 3-2 and AO 3-4 in order to permit the County to reimburse the Society for educational programming it undertakes on behalf of the Zoo.

In the interest of allowing the Society to undertake its contractual obligations to the County to market, advertise and produce educational programming for the Zoo, approval of the amendment to the Operating Agreement and waiver of formal bid procedures is respectfully requested as being in the best interests of the County.

may be utilized by the Society for externally procured marketing services. In the event that the Society does not employ the use of the County's general advertising and marketing contracts, the Society shall be authorized to procure outside marketing services, subject to the appropriate budget authorization. The County shall reimburse the Society for the Society's expenditures under this section to the extent budgeted by the County for advertisement, marketing, and promotion at the Zoo and approved by the Zoo Board.

2. Section 12 of the Operating Agreement relating to educational programming at the Zoo is hereby amended to read as follows:

12. Education

~~The Society and the County shall develop, and present to the Zoo Board for approval as part of the master/strategic plan a single and comprehensive education program to be offered to the public. The program shall identify with specificity the relative obligations of the County and the Society. The approved educational program shall not be changed without approval of the Zoo Board.~~

Unless otherwise identified in this agreement to be performed by the County, the Society and the County shall be jointly responsible for carrying out educational programming at Metrozoo. As a component of the master strategic plan, the parties agree to jointly complete and submit yearly to the Zoo Board for approval, a comprehensive education program for Metrozoo. Proposed expenditures for educational programming shall be identified in the plan. The County shall reimburse the Society yearly for the Society's expenditure under this section to the extent budgeted by the County for educational programming at the Zoo and approved by the Zoo Board.

Zoo Oversight Board



Wednesday, December 3, 2014
Meeting Minutes

10:00AM



Weeks Board Room

MEMBERS PRESENT: Commissioner Dennis Moss, Eric Stephens, Bill Moore, Dr. Harlan Chiron, Carol Kruse, Dr. James Kushlan, and Jack Kardys via phone

MEMBERS ABSENT: Alina Hudak, Ana Veiga-Milton

OTHERS ATTENDING: Dan Liccardi (Capital Improvement Committee Member), CarlaChristina Thompson, Diana Perez, Ron Magill, Pablo Tejada, Karen Solms, and Irene Valladares

I. WELCOME/ INTRODUCTION

Mr. Eric Stephens

II. APPROVAL OF MINUTES

Motion: To accept the October 28, 2014 meeting minutes - moved by Mr. Stephens seconded by Commissioner Moss. The motion was approved unanimously.

III. OLD BUSINESS

A. Approval of Tampa Minutes.....Eric Stephens

Mr. Stephens provided background to the board about the trips to San Diego to see the Safari Park, Zoo and Sea World. Following up was the trip to Tampa, the Florida Aquarium, Lowry Park Zoo and Busch Gardens. The Board went to see how they did things, and they were also very interested to learn how we did as well. One of many positive things was the Ivory legislation that Commissioner Moss is very interested in and supports.

Commissioner Moss asked Mr. Moore about his perspective on the Tampa trip. Mr. Moore was very pleased with the travel, however he mentioned that we should advance our revenues by becoming more entrepreneurial as an organization and think about working better together with other entities. The entertainment aspect was very interesting and creative. Group discussion ensued regarding the Everglades Foundation. Mr. Liccardi mentioned that we are one organization and we should support more of these types of trips. Commissioner Moss believes

these trips have been extremely good and educational by helping us grow and that we should continue to visit other Zoo's around the Country, we also need to look at the pricing structure because other places charge higher admission rates and people are paying it, we have to look at our rates and how to market budget for a 6 year plan. Mr. Stephens suggested setting a date for the upcoming Dallas trip. Mr. Liccardi hopes that cohesive plans are created through these trips visiting other attractions.

B. Master Plan Action Item.....Eric Stephens

Mr. Stephens informed the board that ZSF has agreed to pay half of the fee not to exceed \$75K towards the Master plan refresh fee. The other half will be allocated from the revenue membership share funding source maintained by ZSF. Mr. Kardys inquired if Portico had modified the proposal to include the more robust market analysis. Mr. Stephens responded the modification was made with no additional charge. Dr. Chiron inquired about the transportation. Mr. Stephens stated that transportation was a concern; it needed renovation, especially the monorail, as it has exceeded its life expectancy. Dr. Kushlan wanted to know if the Zoo has a strategic plan. Mr. Stephens responded the need to refresh the master plan is advantageous for the upcoming 2016 elections. Mr. Kardys added it is important to have the market analysis which is included in the proposal for future growth and alignment with the Miami Wilds project. Dr. Kushlan inquired about the positioning of ZSF within the master plan. Mr. Kardys responded this master plan will help determine all the parties positioning from ZSF, Zoo, and Parks. Mr. Liccardi informed the Board of the different options for campaign funding. Ms. Kruse informed the Board that a strategic plan for the Zoo can be created in-house.

C. Approval of Sunset Review.....Eric Stephens

Motion: To accept the 2015 Sunset Review Report - moved by Mr. Moore seconded by Dr. Chiron. The motion was approved unanimously.

IV. NEW BUSINESS

ADJOURNMENT

Next month's meeting – January 27, 2015