



Fresno Chaffee Zoo Corporation
Board of Directors Meeting Agenda

Thursday, January 14, 2021 5:30 PM
Zoom: Meeting ID 975 2594 6795 Passcode: 101336
Dial in: 669-900-6833

This meeting was conducted onsite at the Zoo with consideration of social distancing guidelines and allowing participation via Zoom. Certain public notice requirements under the Brown Act have been suspended during the Covid-19 pandemic including postings in areas for those Board members participating via teleconference.

Directors Present

- Baines, Oliver
- Gonzalez, Ed
- Hashimoto, Wilma Tom
- Ilori, Babatunde
- Kirkland, Kyle
- Morgenstern, Rion
- Parnagian, Ross
- Vance, Julie

Directors Absent

- Cates, Chelsea

Advisors Present

- Barton, Scott - CEO
- Larsen, Doug - Legal Counsel

Guest Speakers Present

- Smits, Peter – Phoenix Philanthropy Group

Zoo Staff Present

- Dohlin, Jon Forrest – incoming CEO
- Gonzales-Warkentin, Steven
- Martina, Laura
- Morris, Amos
- Myers, Lyn
- Nodolf, Shannon
- Santiago, Jesse
- Wachter, Lily
- Watanabe, Dean



Mr. Kirkland called the meeting to order at 5:38 PM

Item 01: Roll Call

Mr. Gonzales-Warkentin took the roll and established that a quorum was present.

Item 02: Public Comment

Mr. Kirkland asked if any members of the public wished to comment. Hearing none, he proceeded with the meeting.

Item 03: Receive a message from one of the Zoo's Conservation Partners

Mr. Watanabe showed a video from the Grevy's Zebra Project to give the Board an update on conservation projects that the Fresno Chaffee Zoo supports offsite. The Zoo sponsors the Grevy's Zebra Warriors in the Laisamis settlement in Kenya. Mr. Kirkland thanked Mr. Watanabe and encouraged him to bring similar updates in the future.

Item 04: Chair report

Mr. Kirkland announced that Dr. Wachter had submitted her resignation and thanked her for the hard work she provided during one of the more difficult years in the Zoo's history. He also welcomed new Director, Ms. Wilma Tom Hashimoto and incoming CEO, Mr. Jon Forrest Dohlin.

Item 05: Consider for approval election of new Board Members

Mr. Larsen stated that Ms. Hashimoto was approved in October of 2020 to join the Board as Dr. Phillip's replacement but stated that the official start for her seat was January 2021. Mr. Larsen requested that the Board vote to approve Ms. Hashimoto with a start date of 01/01/2021. Dr. Gonzalez made the motion to approve and Ms. Vance seconded. The motion passed unanimously.

Item 06: Consider for approval selection and approval of 2021 Board Officers, Standing Committee Members and needed Special (ad hoc) Committees

Mr. Kirkland reminded the Board that the Officers are all subject to a one-year term and asked for nominations for officers. Ms. Vance nominated Mr. Kirkland to continue as Board Chair, Dr. Gonzalez to continue as Vice Chair, Mr. Morgenstern to continue as Treasurer. Mr. Morgenstern nominated Ms. Vance to hold the position of Board Secretary. Ms. Vance made a motion to approve the Officer positions as stated and Ms. Hashimoto seconded. The Motion passed unanimously.

Regarding Standing Committees, Mr. Kirkland stated a motion would be needed to approve members for the Finance, Audit and Nominating Committees.

Mr. Kirkland stated that per the Bylaws, the Treasurer, Mr. Morgenstern, will chair the Finance Committee. He nominated Mr. Ilori and himself to continue as part of the Finance Committee. Mr. Baines seconded, and the motion passed unanimously. Mr. Morgenstern stated that Dr. Chen, a



public member of the committee, had stepped down effective 2021 and recommended that the Board search for a public member to replace Dr. Chen.

Dr. Gonzalez stated that he would like to continue as Chair for the Audit Committee and nominated Ms. Hashimoto and Ms. Cates as members. Ms. Vance made the motion to approve Audit members as stated and Mr. Ilori seconded. The motion passed unanimously.

Mr. Kirkland noted that the Bylaws stated the Vice Chair, Dr. Gonzalez, will chair the Nominating Committee. Ms. Vance made a motion to approve Dr. Gonzalez, Ms. Cates, Mr. Morgenstern and Mr. Parnagian as the Nominating Committee and Mr. Baines seconded. The motion passed unanimously.

Mr. Kirkland then stated that Special (ad hoc) Committees are created on an as needed basis. He stated that in 2020 the Board had formed a Succession Planning Committee with himself, Mr. Morgenstern, Ms. Cates and Dr. Phillips. Mr. Kirkland said that with Dr. Phillips stepping down, Dr. Gonzalez will take her place. He requested that the Succession Planning Committee remain intact for another 90 days to finalize the transition from Mr. Barton to Mr. Dohlin. Mr. Morgenstern made the motion to continue the Committee for another ninety days and Mr. Parnagian seconded. The motion passed unanimously.

Mr. Kirkland stated that the Development Committee would need to be reapproved for another year to continue the Zoo's effort to implement a capital raising campaign with the guidance of the Phoenix Philanthropy Group. Mr. Baines requested to be added to the committee, replacing Mr. Parnagian and made the motion to approve the Development Committee Members to be Mr. Kirkland, Mr. Ilori, Mr. Baines, Mr. Morris, Mr. Dohlin, Mr. Smits and the yet named Advancement Officer. Mr. Morgenstern seconded. The motion passed unanimously.

Mr. Kirkland discussed the Bylaws Committee and that the Secretary of the Board, Ms. Vance, is mentioned in the Bylaws as the Chair for the Committee. Dr. Gonzalez motioned to create a Bylaws Committee that is made up of Ms. Vance as Chair, Mr. Baines, Ms. Hashimoto and Dr. Gonzalez as members. Mr. Baines seconded the motion. The motion passed unanimously.

Item 07: Consider for approval updates to FCZC Bylaws

Mr. Larsen then led the Board through a review of the changes he proposed for the FCZC Bylaws pursuant to his annual review. Upon conclusion Ms. Vance made a motion to approve the changes as presented and Mr. Morgenstern seconded. The motion passed unanimously.

Item 08: Consider for approval updating Zoo's authorized signatories

Dr. Wachter stated that given Mr. Barton and her respective departures, and the election of a new Board Secretary, she recommended the Zoo update signatories on various bank accounts. She recommended effective February 1, 2021, Jon Forrest Dohlin, Fresno's Chaffee Zoo Corporation's incoming CEO and Ms. Julie Vance, Fresno's Chaffee Zoo Corporation's Secretary be added as



authorized signatories for Fresno's Chaffee Zoo Corporation. These individuals may be added as authorized signers to the following accounts: Premier Valley Bank, Suncrest Bank, and Regency Investments. Each of these individuals will also be authorized signers for the Zoo's business with the Zoo Authority. They may also be added as authorized signers to other current or future Zoo accounts, as appropriate and approved by the Zoo's CEO and the Board Treasurer. She stated that the Zoo's new CFO will be added as a signer when identified. Mr. Kirkland made a motion to approve this proposal and Mr. Morgenstern seconded. The motion passed unanimously.

Item 09: Consider for approval Board Minutes from 11/19/2020

Mr. Kirkland then presented minutes from the prior two Board meetings for revision or approval. Mr. Morgenstern made a motion to accept the minutes from the November 19, 2020 Board meeting as presented and Dr. Gonzalez seconded. Ms. Hashimoto abstained as she was not present at the meeting. The motion passed unanimously.

Item 10: Consider for approval Board Minutes from 11/25/2020

Mr. Morgenstern made a motion to accept the minutes from the November 25, 2020 Board meeting as presented and Mr. Ilori seconded. Ms. Hashimoto and Ms. Vance abstained as they were not present at the meeting. The motion passed unanimously.

Item 11: CEO Report

Mr. Barton said that this would be his last report as CEO. He stated that the Zoo was currently closed with no re-opening date identified. Mr. Watanabe and Marketing Manager Ms. Brandy Gamoning have been in contact with the City of Fresno regarding improving the Zoo's advertising presence at the airport. Mr. Barton stated that it has been his honor to serve the Fresno Chaffee Zoo over the last decade and noted several of the advances the Zoo has made over the period. Mr. Kirkland, Mr. Gonzalez and others thanked Scott for his leadership in creating a world class zoo.

Item 12: Receive and Consider a report from the Succession Planning Committee

Mr. Kirkland stated that the Committee had been in discussion with Mr. Dohlin regarding bonus criteria and stated it was agreed to table this while the Zoo is closed and revisit it once the Zoo returned to normalcy. He also noted that Mr. Dohlin has been in regular contact with the Zoo executive team and expected to start on February 1, 2021.

Item 13: Receive financial update

Dr. Wachter then provided an update on the Zoo's financials during closure. She outlined the Zoo's sources of cash for 2021, including \$2 million available cash balance, \$1.7 million from the October and November operating claims, expected to fund in January and \$0.5 million from the December 2020 operating claim, expected to fund in early March.

Dr. Wachter then outlined a recommended plan for 2021 including:

Maintaining operating expenses and look for savings with minimal impact on personnel;



Continue forward with Board-approved plan for investment funds;
Apply for the second round of the payment protection plan loan, if eligible;
Continue with current Measure Z 2020 and 2021 operating budgets; and
Review plan if the zoo remains closed for an extended period.

Mr. Kirkland stated that the Board appreciated the sound financial position in which Dr. Wachter is leaving the Zoo. Ms. Vance made a motion to accept the financial update recommendations as presented and Mr. Morgenstern seconded. The motion passed unanimously.

Item 14: Consider for approval any construction project change orders, contingency items

Mr. Kirkland then asked Mr. Barton to give the Board a summary of proposed project change orders or contingency items. Mr. Barton stated that Mr. Parnagian met with the Zoo team the previous day to review the change orders for the Ambassador Building. The requests included request #3 from Durham Construction, an increase in lumber costs totaling \$20,813.09 and request #6 from R's Welding for a 20' storage container to house project equipment and will be split between all three construction projects. The cost allocated to the Ambassador Building would be \$241.50. Mr. Parnagian stated that these items were straight forward.

Dr. Gonzalez made a motion to approve request #3 and #6 for the Ambassador Building as presented. Mr. Parnagian seconded. The motion passed unanimously.

Mr. Barton stated that for the Kingdoms of Asia project, request #4 from Bernards was an increase in cost due to excavating of rockwork foundations totaling \$73,788.00; request #5 from Bernards for demolition of an unforeseen slab under the bear grotto exhibit for a total of \$3,708.00; and request #7 for 1/3 split of the cost of a twenty-foot storage container totaling \$2,242.50. Mr. Parnagian requested that the rockwork foundations request should be performed based on time and materials and a not to exceed amount of \$73,788.00. He then made a motion to approve request #4 to include his new request and requests #5 and #7. Mr. Baines seconded the motion. The motion passed unanimously.

Finally, for the Zooplex Building request #14 from BMY Construction for elevator laminate selection totaling \$1,998.41 and request #15 for 1/3 split of the cost of a twenty-foot trailer totaling \$1,998.41. Ms. Vance made a motion to approve request 14 and 15 for the Zooplex Building and Mr. Parnagian seconded. The motion passed unanimously.

Mr. Santiago noted that on the contingency log some previously requested cost totals had been reduced, indicated in red. Dr. Gonzalez asked if Mr. Santiago could keep a running total of savings to show the Board at conclusion of the project.

Item 15: Receive and consider an update on the African River project

Mr. Kirkland then asked Mr. Barton to provide an overview of the African River project. Mr. Barton gave a brief history of the project and some renderings of what the project would comprise. Dr. Wachter then provided a rough overview of the potential funding sources for the project's



approximate cost of \$50 million. She stated the project cost could either be funded through Measure Z funds through 2024 or sooner with funds raised the capital campaign Dr. Wachter then stated that a second option is to reduce the scope of the project and define a main portion of the exhibit and identify sections that could be added on later. She then stated that operating costs would be hard to estimate for 2024.

Mr. Baines stated that his preference was not to reduce the size and scope of the exhibit. Further, he stated he would like to meet with Mr. Barton and incoming CEO Mr. Dohlin to discuss helping fund the project using the tax credit fund he manages.

No action was taken on this item.

Item 16: Receive an update on the Golden Charter Academy

Dr. Gonzalez reported that Fresno Unified had tabled the approval of the Golden Charter Academy until they received updated financial information and added that the charter would likely be presented for approval at the next meeting.. He stated he will have more to report at February's Board meeting.

Item 17: Receive and consider old business

Mr. Kirkland then asked Mr. Smits to provide an update on the Zoo's development efforts. He stated that the team had completed the acquisition of new Blackbaud software and it was currently in the installation phase. He added that his team had drafted agreements for naming gifts and campaign counting standards and would circulate those to the Development Committee for review

Item 18: Receive and consider new business

No new business was presented.

Item 19: Approve next Board meeting date

The Board approved keeping the February meeting, scheduled for Thursday, February 11, 2021.