

MEMORANDUM OF UNDERSTANDING

This Memorandum of Understanding ("MOU") is entered into as of September 29, 2011, by and between The Friends of the Kansas City Zoo (the "FOTZ"), a not-for-profit Missouri corporation, and Jackson County, a political subdivision of the State of Missouri ("County").

WHEREAS, the County approved an ordinance on August 22, 2011, to place the question of whether or not the voters would approve the creation of a Kansas City Zoological District (the "Zoological District") on the November 8, 2011 ballot; and

WHEREAS, the FOTZ agrees that if passed certain benefits will be given to all citizens of the County for reduced zoo admission and zoo outreach programs; and

WHEREAS, pursuant to the terms of the ordinance, the FOTZ is entering into this MOU in an effort to assure that the opportunities are maximized for minority-owned business enterprises ("MBEs") women-owned business enterprises ("WBEs"), and Local Business Enterprises ("LBEs") to participate in possible projects developed by the Kansas City Zoological District, if established; and

WHEREAS, the FOTZ desires that opportunities are maximized for MBEs, WBEs, and LBEs with offices located first in Jackson County and then the State of Missouri and then in the Kansas City Metropolitan Area; and

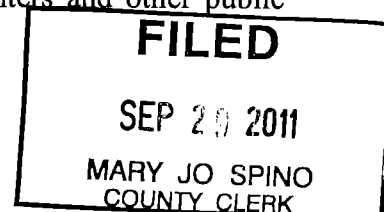
WHEREAS, this MOU represents a commitment of the parties to offer County residents zoo benefits and include MBEs, WBEs and LBEs, in all aspects of design, procurement, development and construction of capital projects at the Kansas City Zoo (the "Zoo");

NOW, THEREFORE, THE PARTIES AGREE AS FOLLOWS:

I. BENEFITS FOR COUNTY RESIDENTS

The parties agree that the following benefits shall be given to all County residents if they vote to create the Zoological District on November 8, 2011:

- All County residents, with proof of residency shall receive half price daily admission to the Zoo.
- The Zoo will be free for County residents four days during each calendar year.
- All County residents will receive discounted FOTZ memberships which include discounts on special events, educational programs, camps and classes.
- The County will have a dedicated "Zoomobile" which will bring zoological experiences into the schools, libraries and community centers and other public events.



- Each school district will receive fully sponsored field trips, including bus transportation, for designated grade levels each year. In addition, on the field trips students will receive instruction based on a scientific curriculum that meets and exceeds the Missouri Show-Me Standards to complement the students' visit to the Zoo.

II. MBE/WBE/LBE POLICY AND PROGRAM GOALS

The purpose of the MBE/WBE/LBE policy and program shall be to (1) provide MBEs, WBEs, and LBEs the maximum opportunities to participate in the procurement of material and equipment and in the construction and professional services necessary to implement capital projects on the Zoo; (2) provide procedures for monitoring and enforcing compliance with these goals; and (3) provide minority, women, and local workers the maximum opportunities to gain employment in the workforce at the Zoo. The MBE/WBE/LBE and workforce policy and program shall not impose obligations upon FOTZ beyond the scope outlined in this MOU. The FOTZ shall use reasonable efforts, in accordance with this MOU to comply with the terms of the MBE/WBE/LBE workforce policy and program including reporting to the Zoological District (if created) each project and how each project fulfills its MBE/WBE/LBE goals. The parties specifically agree that the MBE/WBE/LBE workforce policy and program shall specifically exclude specialized services or products which are unique to the operation and business of the zoo and are only available through limited providers or vendors.

III. WORKFORCE GOALS

As part of the policy and program the minimum workforce goals for employment of minorities and women shall be 22% for MBEs, 8% for WBEs, and 15% for LBEs. However, these percentage goals are not to be construed separately for a business that is certified in more than one category.

IV. CERTIFICATION

The MBE/WBE/LBE workforce policy and program shall designate the appropriate authorities or entities to provide certification of MBEs/WBEs and shall establish criteria for all requirements relating to the qualifications for MBE/WBE/LBE. The FOTZ and its contractors may rely entirely upon certification or lack of certification by designated authorities or entities when determining whether MBE/WBE/LBE goals have been met.

V. EFFECT OF MOU

This MOU is subject to and conditioned upon the successful creation of a Zoological District to be voted on by the County on November 8, 2011.

Upon creation of the Kansas City Zoological District, the FOTZ and County shall put in place a process to effectuate the intent embodied within this MOU. As part of that process, the parties will negotiate in good faith the term of this MOU.

VI. TERM

The term of this MOU shall begin if the Kansas City Zoological District is created on January 1, 2011 and terminate on December 31, 2021. At such time as the termination the parties agree to renegotiate in good faith the terms of this MOU.

VII. EXHIBITS

The parties agree that the Exhibits incorporated by reference.

Signed this 21st day of September, 2011.

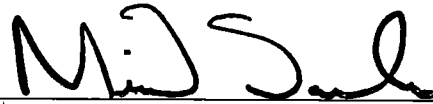
Friends Of The Zoo



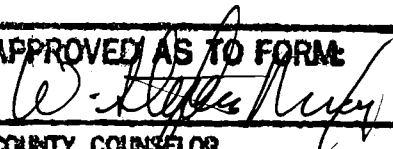
William Crandall, Board President

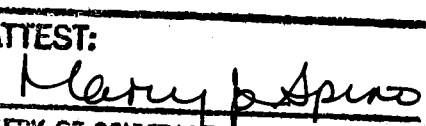
Signed this 29 day of September, 2011.

Jackson County, Missouri



Mike Sanders

APPROVED AS TO FORM

COUNTY COUNSELOR

ATTEST:

CLERK OF COUNTY LEGISLATURE