

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter social security numbers on this form as it may be made public.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2018**Open to Public
Inspection**

A For the 2018 calendar year, or tax year beginning <u>03/01, 2018</u> , and ending <u>02/28, 2019</u>																																		
B Check if applicable:	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td colspan="2">C Name of organization <u>ZOOLOGICAL SOCIETY OF PHILADELPHIA</u></td> <td>D Employer identification number <u>23-1352298</u></td> </tr> <tr> <td colspan="3">Doing business as</td> </tr> <tr> <td>Number and street (or P.O. box if mail is not delivered to street address)</td> <td colspan="2">Room/suite</td> </tr> <tr> <td><u>3400 WEST GIRARD AVENUE</u></td> <td colspan="2"></td> </tr> <tr> <td colspan="3">City or town, state or province, country, and ZIP or foreign postal code</td> </tr> <tr> <td colspan="3"><u>PHILADELPHIA, PA 19104</u></td> </tr> <tr> <td colspan="2">F Name and address of principal officer: <u>VIKRAM H DEWAN</u> <u>3400 WEST GIRARD AVENUE, PHILADELPHIA, PA 19104</u></td> <td> E Telephone number <u>(215) 243-1100</u> </td> </tr> <tr> <td colspan="2"> G Gross receipts \$ <u>41,927,233.</u> </td> <td> H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) </td> </tr> <tr> <td colspan="2"> I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527 </td> <td>H(c) Group exemption number ▶</td> </tr> <tr> <td colspan="2">J Website: ▶ <u>WWW.PHILADELPHIAZOO.ORG</u></td> <td></td> </tr> <tr> <td colspan="2"> K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶ </td> <td>L Year of formation: <u>1859</u> M State of legal domicile: <u>PA</u></td> </tr> </table>	C Name of organization <u>ZOOLOGICAL SOCIETY OF PHILADELPHIA</u>		D Employer identification number <u>23-1352298</u>	Doing business as			Number and street (or P.O. box if mail is not delivered to street address)	Room/suite		<u>3400 WEST GIRARD AVENUE</u>			City or town, state or province, country, and ZIP or foreign postal code			<u>PHILADELPHIA, PA 19104</u>			F Name and address of principal officer: <u>VIKRAM H DEWAN</u> <u>3400 WEST GIRARD AVENUE, PHILADELPHIA, PA 19104</u>		E Telephone number <u>(215) 243-1100</u>	G Gross receipts \$ <u>41,927,233.</u>		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)	I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(c) Group exemption number ▶	J Website: ▶ <u>WWW.PHILADELPHIAZOO.ORG</u>			K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: <u>1859</u> M State of legal domicile: <u>PA</u>
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Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: <u>BY CONNECTING PEOPLE WITH WILDLIFE, THE PHILADELPHIA ZOO, AMERICA'S FIRST ZOO, CREATES JOYFUL DISCOVERY AND INSPIRES ACTION FOR ANIMALS AND HABITATS.</u>
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.
	3	Number of voting members of the governing body (Part VI, line 1a) <u>36.</u>
	4	Number of independent voting members of the governing body (Part VI, line 1b) <u>36.</u>
Revenue	5	Total number of individuals employed in calendar year 2018 (Part V, line 2a) <u>525.</u>
	6	Total number of volunteers (estimate if necessary) <u>760.</u>
	7a	Total unrelated business revenue from Part VIII, column (C), line 12 <u>55,000.</u>
	7b	Net unrelated business taxable income from Form 990-T, line 38 <u>-2,873.</u>
Expenses	8	Contributions and grants (Part VIII, line 1h) <u>19,436,187.</u>
	9	Program service revenue (Part VIII, line 2g) <u>9,612,856.</u>
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d) <u>1,753,238.</u>
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) <u>8,069,815.</u>
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) <u>38,872,096.</u>
	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3) <u>191,185.</u>
	14	Benefits paid to or for members (Part IX, column (A), line 4) <u>0.</u>
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) <u>18,676,841.</u>
	16a	Professional fundraising fees (Part IX, column (A), line 11e) <u>391,675.</u>
	16b	Total fundraising expenses (Part IX, column (D), line 25) ▶ <u>1,843,536.</u>
Net Assets or Fund Balances	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) <u>21,885,150.</u>
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) <u>41,144,851.</u>
	19	Revenue less expenses. Subtract line 18 from line 12 <u>-2,272,755.</u>
	20	Total assets (Part X, line 16) <u>121,634,641.</u>
21	Total liabilities (Part X, line 26) <u>18,297,081.</u>	
22	Net assets or fund balances. Subtract line 21 from line 20 <u>103,337,560.</u>	

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here		Date <u>1/9/2020</u>			
	Signature of officer JACK WAGNER CFO Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name <u>DANIEL ROMANO</u>	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶ <u>GRANT THORNTON LLP</u>	Firm's EIN ▶ <u>36-6055558</u>			
	Firm's address ▶ <u>757 THIRD AVE., 9TH FLOOR NEW YORK, NY 10017</u>	Phone no. <u>212-599-0100</u>			
May the IRS discuss this return with the preparer shown above? (see instructions) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No					

For Paperwork Reduction Act Notice, see the separate instructions.

Form **990** (2018)

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III ☒ **X****1** Briefly describe the organization's mission:

PHILADELPHIA ZOO'S MISSION IS TO CONNECT PEOPLE WITH WILDLIFE,
WHILE CREATING JOYFUL DISCOVERY AND INSPIRING ACTION FOR ANIMALS
AND HABITATS.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.**4a** (Code:) (Expenses \$ 24,146,577. including grants of \$ 0.) (Revenue \$ 15,283,726.)

ATTACHMENT 1

4b (Code:) (Expenses \$ 7,168,599. including grants of \$ 0.) (Revenue \$ 0.)

ATTACHMENT 2

4c (Code:) (Expenses \$ 2,739,231. including grants of \$ 178,056.) (Revenue \$ 191,400.)

ATTACHMENT 3

4d Other program services (Describe in Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$ 310,976.)

4e Total program service expenses ► 34,054,407.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A.</i>	1 X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I.</i>	3	X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II.</i>	4 X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III.</i>	5	X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I.</i>	6	X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II.</i>	7	X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III.</i>	8 X	
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV.</i>	9	X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i>	10 X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i>	11a X	
b Did the organization report an amount for investments-other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII.</i>	11b	X
c Did the organization report an amount for investments-program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII.</i>	11c	X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX.</i>	11d	X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i>	11e X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X.</i>	11f X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII.</i>	12a X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional.</i>	12b	X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>	13	X
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV.</i>	14b X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV.</i>	15 X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV.</i>	16	X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I (see instructions).</i>	17 X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II.</i>	18 X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III.</i>	19	X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H.</i>	20a	X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i>	21 X	

Part IV Checklist of Required Schedules (continued)

	Yes	No	
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22	X	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a	24a	X	
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		X
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		X
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		X
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b		X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If "Yes," complete Schedule L, Part II	26		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	27		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):			
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28a		X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	33		X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	34		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35b		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O.	38	X	

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response or note to any line in this Part V. ☐

	Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	81
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0.
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X

Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)

	Yes	No
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return. 2a 525		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b X	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a X	
b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O	3b X	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b If "Yes," enter the name of the foreign country: ▶ See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).		
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7 Organizations that may receive deductible contributions under section 170(c).		
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a X	
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b X	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	X
d If "Yes," indicate the number of Forms 8282 filed during the year 7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	
8 Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8	
9 Sponsoring organizations maintaining donor advised funds.		
a Did the sponsoring organization make any taxable distributions under section 4966?	9a	
b Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b	
10 Section 501(c)(7) organizations. Enter:		
a Initiation fees and capital contributions included on Part VIII, line 12 10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities 10b		
11 Section 501(c)(12) organizations. Enter:		
a Gross income from members or shareholders 11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) 11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? 12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year 12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.		
a Is the organization licensed to issue qualified health plans in more than one state? 13a		
Note. See the instructions for additional information the organization must report on Schedule O.		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans 13b		
c Enter the amount of reserves on hand 13c		
14a Did the organization receive any payments for indoor tanning services during the tax year? 14a		X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O 14b		
15 Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? 15		X
If "Yes," see instructions and file Form 4720, Schedule N.		
16 Is the organization an educational institution subject to the section 4968 excise tax on net investment income? 16		X
If "Yes," complete Form 4720, Schedule O.		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions. Check if Schedule O contains a response or note to any line in this Part VI ☒

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year 1a 36		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
b Enter the number of voting members included in line 1a, above, who are independent 1b 36		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? . .		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Did the organization have members or stockholders?		X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?		X
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? . . .		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? .	X	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
13 Did the organization have a written whistleblower policy?	X	
14 Did the organization have a written document retention and destruction policy?	X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	X	
b Other officers or key employees of the organization	X	
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ NJ, PA,

18 Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☒ Own website ☒ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, address, and telephone number of the person who possesses the organization's books and records ▶
 JACK WAGNER, CFO 3400 WEST GIRARD AVENUE PHILADELPHIA, PA 19104 215-243-5277

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response or note to any line in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) SANDRA BALDINO DIRECTOR	2.00 0.	X						0.	0.	0.
(2) PHILLIP BARNETT DIRECTOR (END 10/15/2018)	2.00 0.	X						0.	0.	0.
(3) LISA BONNELL DIRECTOR	2.00 0.	X						0.	0.	0.
(4) ROBERT L. BROWN III DIRECTOR	2.00 0.	X						0.	0.	0.
(5) JAY H. CALVERT, JR. DIRECTOR	2.00 0.	X						0.	0.	0.
(6) ORLANDO ESPOSITO DIRECTOR	2.00 0.	X						0.	0.	0.
(7) RONALD M. FAIRMAN DIRECTOR	2.00 0.	X						0.	0.	0.
(8) RICHARD K. FARIS VICE CHAIR	4.00 0.	X		X				0.	0.	0.
(9) JOEL FRANK DIRECTOR	2.00 0.	X						0.	0.	0.
(10) JOHN A. GINTER VICE CHAIR	4.00 0.	X		X				0.	0.	0.
(11) PETER G. GOULD DIRECTOR	2.00 0.	X						0.	0.	0.
(12) JOAN HENDRICKS DIRECTOR	2.00 0.	X						0.	0.	0.
(13) SUSAN HOLLENSTEIN DIRECTOR	2.00 0.	X						0.	0.	0.
(14) MARTHA KING DIRECTOR	2.00 0.	X						0.	0.	0.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) ZACHARY KLEHR DIRECTOR	2.00 0.	X						0.	0.	0.
(16) JOANNA M. LEWIS VICE CHAIR (AT LARGE)	4.00 0.	X		X				0.	0.	0.
(17) RACHEL LUBER-CEVERA DIRECTOR	2.00 0.	X						0.	0.	0.
(18) CHARLES N. MARSHALL DIRECTOR	2.00 0.	X						0.	0.	0.
(19) F. WILLIAM MCNABB III CHAIR	10.00 0.	X		X				0.	0.	0.
(20) MOLLY MORRISON DIRECTOR	2.00 0.	X						0.	0.	0.
(21) PATRICK M. OATES DIRECTOR	2.00 0.	X						0.	0.	0.
(22) ELIANA PAPADAKIS DIRECTOR	2.00 0.	X						0.	0.	0.
(23) PEDRO A. RAMOS DIRECTOR	2.00 0.	X						0.	0.	0.
(24) DIANA RAMSAY DIRECTOR	2.00 0.	X						0.	0.	0.
(25) PAUL D. RIDDER DIRECTOR	2.00 0.	X						0.	0.	0.
1b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								1,899,162.	0.	428,778.
d Total (add lines 1b and 1c)								1,899,162.	0.	428,778.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **19**

- 3** Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4	X	
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 4		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **23**

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(26) CAROLINE BUCK ROGERS DIRECTOR	2.00 0.	X						0.	0.	0.
(27) MARCY FELDMAN ROST DIRECTOR	2.00 0.	X						0.	0.	0.
(28) BARBARA SMIT DIRECTOR	2.00 0.	X						0.	0.	0.
(29) ANDREW SMITH DIRECTOR	2.00 0.	X						0.	0.	0.
(30) CAROLYN W. TURNER DIRECTOR	2.00 0.	X						0.	0.	0.
(31) JOHN WALSH DIRECTOR	2.00 0.	X						0.	0.	0.
(32) ELLEN WOLF VICE CHAIR	4.00 0.	X		X				0.	0.	0.
(33) GEORGE DAY DIRECTOR	2.00 0.	X						0.	0.	0.
(34) CAROLE HAAS GRAVAGNO DIRECTOR (BEG 10/05/18)	2.00 0.	X						0.	0.	0.
(35) NATHANIEL P. HAMILTON, JR. DIRECTOR (BEG 10/05/18)	2.00 0.	X						0.	0.	0.
(36) PATRICIA OWENS DIRECTOR (BEG 10/05/18)	2.00 0.	X						0.	0.	0.

1b Sub-total ▶**c Total from continuation sheets to Part VII, Section A** ▶**d Total (add lines 1b and 1c)** ▶**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶ 19**3** Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual**4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual**5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4	X	
5		X

Section B. Independent Contractors**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(37) DALE PRESTIPINO DIRECTOR (BEG 10/05/18)	2.00 0.	X						0.	0.	0.
(38) VIKRAM DEWAN PRESIDENT & CEO	40.00 0.			X				392,809.	0.	193,578.
(39) ANDREW BAKER CHIEF OPERATING OFFICER	40.00 0.			X				246,741.	0.	30,001.
(40) MATTHEW MALEK CFO (END 01/12/18)	40.00 0.			X				27,876.	0.	2,712.
(41) JACK WAGNER CFO (BEG 06/01/2018)	40.00 0.			X				116,484.	0.	15,020.
(42) KIMBERLY SERLUCCO CORPORATE SECRETARY	40.00 0.			X				71,266.	0.	8,089.
(43) AMY SHEARER CHIEF MARKETING OFFICER	40.00 0.				X			223,571.	0.	31,865.
(44) KIMBERLY LENGEL VP, CONSERVTN (END 10/19/2018)	40.00 0.					X		211,232.	0.	27,247.
(45) RICHARD WALIGORA VP, FACILITIES (END 12/7/2018)	40.00 0.					X		158,392.	0.	31,812.
(46) CHRISTINE CONTI CONTROLLER	40.00 0.					X		158,001.	0.	36,489.
(47) KENNETH WOODSON VP, GOVERNMENT & COMM AFFAIRS	40.00 0.					X		150,511.	0.	19,260.
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **19**

- 3** Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4	X	
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **19**

[illegible]

d Total (add lines 1b and 1c)

	Yes	No
3		X
4	X	
5		X

(A) Name and business address	(B) Description of services	(C) Compensation

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Part VIII Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c	579,976.			
	d	Related organizations	1d				
	e	Government grants (contributions)	1e	322,720.			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	11,397,463.			
	g	Noncash contributions included in lines 1a-1f: \$		5,217,250.			
	h	Total. Add lines 1a-1f		12,300,159.			
Program Service Revenue				Business Code			
	2a	ADMISSION FEES	713110	7,927,206.	7,927,206.		
	b	EDUCATION PROGRAMS	611710	191,400.	191,400.		
	c	MEMBERSHIPS	900099	7,356,120.	7,356,120.		
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		15,474,726.			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts).		936,611.			936,611.
	4	Income from investment of tax-exempt bond proceeds		0.			
	5	Royalties		870,061.			870,061.
			(i) Real (ii) Personal				
	6a	Gross rents					
	b	Less: rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss)		0.			
	7a	Gross amount from sales of assets other than inventory	(i) Securities (ii) Other				
				5,671,972.			
	b	Less: cost or other basis and sales expenses		1,427,038.			
	c	Gain or (loss)		4,244,934.			
	d	Net gain or (loss)		4,244,934.			4,244,934.
	8a	Gross income from fundraising events (not including \$ 579,976. of contributions reported on line 1c). See Part IV, line 18	a	81,664.			
	b	Less: direct expenses	b	298,874.			
	c	Net income or (loss) from fundraising events		-217,210.			-217,210.
	9a	Gross income from gaming activities. See Part IV, line 19	a	0.			
	b	Less: direct expenses	b	0.			
	c	Net income or (loss) from gaming activities		0.			
	10a	Gross sales of inventory, less returns and allowances	a	0.			
b	Less: cost of goods sold	b	0.				
c	Net income or (loss) from sales of inventory		0.				
Miscellaneous Revenue				Business Code			
11a	CONCESSIONS/PARKING	713110	3,707,196.		55,000.	3,652,196.	
b	CORPORATE SPONSORSHIP	900099	1,011,600.			1,011,600.	
c	RENTAL AND EVENTS	900099	1,279,608.			1,279,608.	
d	All other revenue		593,636.	310,976.		282,660.	
e	Total. Add lines 11a-11d		6,592,040.				
12	Total revenue. See instructions		40,201,321.	15,785,702.	55,000.	12,060,460.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX ☐**Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.**

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	57,500.	57,500.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22	21,018.	21,018.		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16	99,538.	99,538.		
4 Benefits paid to or for members	0.			
5 Compensation of current officers, directors, trustees, and key employees	1,167,039.	663,788.	269,564.	233,687.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.			
7 Other salaries and wages	13,001,773.	10,677,424.	1,814,686.	509,663.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	580,868.	456,664.	96,505.	27,699.
9 Other employee benefits	3,165,026.	2,772,219.	224,656.	168,151.
10 Payroll taxes	1,034,916.	813,625.	171,940.	49,351.
11 Fees for services (non-employees):				
a Management	0.			
b Legal	85,867.	55,823.	30,044.	
c Accounting	124,805.		124,805.	
d Lobbying	127,107.			127,107.
e Professional fundraising services. See Part IV, line 17.	478,222.			478,222.
f Investment management fees	0.			
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	4,303,244.	2,854,182.	1,343,736.	105,326.
12 Advertising and promotion	1,826,822.	624,352.	1,166,415.	36,055.
13 Office expenses	1,665,579.	1,206,074.	443,590.	15,915.
14 Information technology	177,638.		177,638.	
15 Royalties	0.			
16 Occupancy	4,107,821.	3,836,539.	231,866.	39,416.
17 Travel	78,109.	47,682.	29,854.	573.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings	0.			
20 Interest	614,990.		614,990.	
21 Payments to affiliates	0.			
22 Depreciation, depletion, and amortization	7,496,130.	7,112,300.	357,709.	26,121.
23 Insurance	711,979.	672,654.	34,337.	4,988.
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a ANIMAL NUTRITION	565,738.	565,738.		
b SPECIAL PROGRAMS/EVENTS	58,098.	3,747.	33,088.	21,262.
c MISCELLANEOUS	495,190.	75,540.	419,651.	
d PROJECT CANCELLATION	1,438,000.	1,438,000.		
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	43,483,017.	34,054,407.	7,585,074.	1,843,536.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0.			

Part X Balance SheetCheck if Schedule O contains a response or note to any line in this Part X ☐

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	41,600.	1	38,000.
	2 Savings and temporary cash investments	11,342,774.	2	7,257,212.
	3 Pledges and grants receivable, net	2,918,169.	3	3,550,137.
	4 Accounts receivable, net	1,488,050.	4	707,076.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0.	5	0.
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0.	6	0.
	7 Notes and loans receivable, net	0.	7	0.
	8 Inventories for sale or use	0.	8	0.
	9 Prepaid expenses and deferred charges	44,576.	9	67,586.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 173,530,244.		
	b Less: accumulated depreciation	10b 108,284,146.		
		68,020,551.	10c	65,246,098.
	11 Investments - publicly traded securities	37,753,963.	11	36,692,077.
	12 Investments - other securities. See Part IV, line 11	0.	12	0.
	13 Investments - program-related. See Part IV, line 11	0.	13	0.
	14 Intangible assets	0.	14	0.
15 Other assets. See Part IV, line 11	24,958.	15	0.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	121,634,641.	16	113,558,186.	
Liabilities	17 Accounts payable and accrued expenses	3,442,111.	17	3,401,117.
	18 Grants payable	0.	18	0.
	19 Deferred revenue	1,341,792.	19	1,859,648.
	20 Tax-exempt bond liabilities	5,864,832.	20	5,379,230.
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0.	21	0.
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0.	22	0.
	23 Secured mortgages and notes payable to unrelated third parties	6,471,973.	23	6,323,838.
	24 Unsecured notes and loans payable to unrelated third parties	0.	24	0.
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	1,176,373.	25	1,513,429.
	26 Total liabilities. Add lines 17 through 25	18,297,081.	26	18,477,262.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	77,061,560.	27	71,882,250.
	28 Temporarily restricted net assets	9,495,000.	28	6,464,053.
	29 Permanently restricted net assets	16,781,000.	29	16,734,621.
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	103,337,560.	33	95,080,924.
	34 Total liabilities and net assets/fund balances.	121,634,641.	34	113,558,186.

Form **990** (2018)

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI. ☒ **X**

1	Total revenue (must equal Part VIII, column (A), line 12)	1	40,201,321.
2	Total expenses (must equal Part IX, column (A), line 25)	2	43,483,017.
3	Revenue less expenses. Subtract line 2 from line 1	3	-3,281,696.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	103,337,560.
5	Net unrealized gains (losses) on investments	5	-4,692,995.
6	Donated services and use of facilities	6	0.
7	Investment expenses	7	0.
8	Prior period adjustments	8	0.
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-281,945.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	95,080,924.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII ☐

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.		

Form **990** (2018)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2018

**Open to Public
Inspection**

Name of the organization

ZOOLOGICAL SOCIETY OF PHILADELPHIA

Employer identification number

23-1352298

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 12, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 ☐ A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E (Form 990 or 990-EZ).)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 ☐ An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: _____
- 10 ☐ An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 11 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 12 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
- a ☐ **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. You must complete **Part IV, Sections A and B**.
- b ☐ **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). You must complete **Part IV, Sections A and C**.
- c ☐ **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). You must complete **Part IV, Sections A, D, and E**.
- d ☐ **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). You must complete **Part IV, Sections A and D, and Part V**.
- e ☐ Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
- f Enter the number of supported organizations
- g Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
(A)						
(B)						
(C)						
(D)						
(E)						
Total						

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2018

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PAGE 17

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	20,176,689.	17,878,052.	15,667,032.	19,436,187.	12,300,159.	85,458,119.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0.
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0.
4 Total. Add lines 1 through 3.	20,176,689.	17,878,052.	15,667,032.	19,436,187.	12,300,159.	85,458,119.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						0.
6 Public support. Subtract line 5 from line 4						85,458,119.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
7 Amounts from line 4.	20,176,689.	17,878,052.	15,667,032.	19,436,187.	12,300,159.	85,458,119.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	1,905,815.	1,619,840.	1,600,915.	1,940,166.	1,806,672.	8,873,408.
9 Net income from unrelated business activities, whether or not the business is regularly carried on	1,479.	1,860.	3,422.	1,843.	0.	8,604.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) . ATCH. 1	5,789,653.	4,475,364.	4,881,037.	6,839,626.	6,307,728.	28,293,408.
11 Total support. Add lines 7 through 10						122,633,539.
12 Gross receipts from related activities, etc. (see instructions)					12	64,297,634.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2018 (line 6, column (f) divided by line 11, column (f)).	14	69.69%
15 Public support percentage from 2017 Schedule A, Part II, line 14	15	72.59%
16a 33 1/3% support test - 2018. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization.	<input checked="" type="checkbox"/>	
b 33 1/3% support test - 2017. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
17a 10%-facts-and-circumstances test - 2018. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization.	<input type="checkbox"/>	
b 10%-facts-and-circumstances test - 2017. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>	

Schedule A (Form 990 or 990-EZ) 2018

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513 .						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5.						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b.						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
9 Amounts from line 6.						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on.						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**. ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2018 (line 8, column (f), divided by line 13, column (f))	15	%
16 Public support percentage from 2017 Schedule A, Part III, line 15.	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2018 (line 10c, column (f), divided by line 13, column (f)).	17	%
18 Investment income percentage from 2017 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2018. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization. ► ☐

b 33 1/3% support tests - 2017. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization. ► ☐

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions. ► ☐

Part IV Supporting Organizations

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in Part VI when and how the organization made the determination.		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use.		
4a Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI , including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI .		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI .		
b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in Part VI .		
c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI .		
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer 10b below.		
b Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)		

Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?	11a	
b A family member of a person described in (a) above?	11b	
c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI.	11c	

Section B. Type I Supporting Organizations

	Yes	No
1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.	1	
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.	2	

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).	1	

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?	1	
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).	2	
3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.	3	

Section E. Type III Functionally Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).			
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.			
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.			
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).			
2 Activities Test. Answer (a) and (b) below.		Yes	No
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.	2a		
b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.	2b		
3 Parent of Supported Organizations. Answer (a) and (b) below.			
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI.	3a		
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.	3b		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

- 1 ☐ Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI). See instructions. All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1 Net short-term capital gain	1		
2 Recoveries of prior-year distributions	2		
3 Other gross income (see instructions)	3		
4 Add lines 1 through 3.	4		
5 Depreciation and depletion	5		
6 Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6		
7 Other expenses (see instructions)	7		
8 Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8		
Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1 Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):			
a Average monthly value of securities	1a		
b Average monthly cash balances	1b		
c Fair market value of other non-exempt-use assets	1c		
d Total (add lines 1a, 1b, and 1c)	1d		
e Discount claimed for blockage or other factors (explain in detail in Part VI):			
2 Acquisition indebtedness applicable to non-exempt-use assets	2		
3 Subtract line 2 from line 1d.	3		
4 Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions).	4		
5 Net value of non-exempt-use assets (subtract line 4 from line 3)	5		
6 Multiply line 5 by .035.	6		
7 Recoveries of prior-year distributions	7		
8 Minimum Asset Amount (add line 7 to line 6)	8		
Section C - Distributable Amount			Current Year
1 Adjusted net income for prior year (from Section A, line 8, Column A)	1		
2 Enter 85% of line 1.	2		
3 Minimum asset amount for prior year (from Section B, line 8, Column A)	3		
4 Enter greater of line 2 or line 3.	4		
5 Income tax imposed in prior year	5		
6 Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	6		
7 <input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).			

Schedule A (Form 990 or 990-EZ) 2018

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions		Current Year	
1	Amounts paid to supported organizations to accomplish exempt purposes		
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity		
3	Administrative expenses paid to accomplish exempt purposes of supported organizations		
4	Amounts paid to acquire exempt-use assets		
5	Qualified set-aside amounts (prior IRS approval required)		
6	Other distributions (describe in Part VI). See instructions.		
7	Total annual distributions. Add lines 1 through 6.		
8	Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.		
9	Distributable amount for 2018 from Section C, line 6		
10	Line 8 amount divided by line 9 amount		

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2018	(iii) Distributable Amount for 2018
1 Distributable amount for 2018 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2018 (reasonable cause required - explain in Part VI). See instructions.			
3 Excess distributions carryover, if any, to 2018			
a From 2013			
b From 2014			
c From 2015			
d From 2016			
e From 2017			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2018 distributable amount			
i Carryover from 2013 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2018 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2018 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2018, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI. See instructions.			
6 Remaining underdistributions for 2018. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions.			
7 Excess distributions carryover to 2019. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2014			
b Excess from 2015			
c Excess from 2016			
d Excess from 2017			
e Excess from 2018			

Schedule A (Form 990 or 990-EZ) 2018

Part VI **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2014	2015	2016	2017	2018	TOTAL
CONCESSION/PARKING	3,636,215.	4,041,732.	3,810,806.	3,773,882.	3,652,196.	18,914,831.
CORPORATE SPONSORSHIP				1,455,647.	1,011,600.	2,467,247.
RENTAL AND EVENTS				1,282,442.	1,279,608.	2,562,050.
OTHER INCOME	864,660.	342,640.	985,223.	237,015.	282,660.	2,712,198.
SPECIAL EVENT INCOME	85,008.	90,992.	85,008.	90,640.	81,664.	433,312.
INSURANCE PROCEEDS	1,203,770.					1,203,770.
TOTALS	<u>5,789,653.</u>	<u>4,475,364.</u>	<u>4,881,037.</u>	<u>6,839,626.</u>	<u>6,307,728.</u>	<u>28,293,408.</u>

Schedule B(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service**Schedule of Contributors**▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2018

Name of the organization

ZOOLOGICAL SOCIETY OF PHILADELPHIA

Employer identification number

23-1352298

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☒ 501(c)(3) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

☐ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☐
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☒
- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000; or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.

- ☐
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000
- exclusively*
- for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III.

- ☐
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions
- exclusively*
- for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an
- exclusively*
- religious, charitable, etc., purpose. Don't complete any of the parts unless the
- General Rule**
- applies to this organization because it received
- nonexclusively*
- religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **ZOOLOGICAL SOCIETY OF PHILADELPHIA**Employer identification number
23-1352298**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	COMMONWEALTH OF PENNSYLVANIA COMMONWEALTH KEYSTONE BUILDING, 400 NORT HARRISBURG, PA 17120-0225	\$ 322,720.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	ARCADIA FOUNDATION P.O. BOX 99 GLENSIDE, PA 19038	\$ 250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization **ZOOLOGICAL SOCIETY OF PHILADELPHIA**

Employer identification number

23-1352298

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization ZOOLOGICAL SOCIETY OF PHILADELPHIA

Employer identification number
23-1352298

Part III *Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.)* ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2018

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

For Organizations Exempt From Income Tax Under section 501(c) and section 527

- ▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
▶ **Go to www.irs.gov/Form990 for instructions and the latest information.**

If the organization answered "Yes," on Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," on Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," on Form 990, Part IV, line 5 (Proxy Tax) (see separate instructions) or Form 990-EZ, Part V, line 35c (Proxy Tax) (see separate instructions), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization ZOOLOGICAL SOCIETY OF PHILADELPHIA	Employer identification number 23-1352298
--	--

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV. (see instructions for definition of "political campaign activities")
- 2 Political campaign activity expenditures (see instructions) ▶ \$
- 3 Volunteer hours for political campaign activities (see instructions)

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955. ▶ \$
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No
- 4a Was a correction made? ☐ Yes ☐ No
- b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities. ▶ \$
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities. ▶ \$
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$
- 4 Did the filing organization file Form 1120-POL for this year? ☐ Yes ☐ No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule C (Form 990 or 990-EZ) 2018

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

A Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).

B Check ☐ if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)			
b Total lobbying expenditures to influence a legislative body (direct lobbying)		127,107.	
c Total lobbying expenditures (add lines 1a and 1b)		127,107.	
d Other exempt purpose expenditures		42,877,688.	
e Total exempt purpose expenditures (add lines 1c and 1d)		43,004,795.	
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.		1,000,000.	
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:		
Not over \$500,000	20% of the amount on line 1e.		
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.		
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.		
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.		
Over \$17,000,000	\$1,000,000.		
g Grassroots nontaxable amount (enter 25% of line 1f)		250,000.	
h Subtract line 1g from line 1a. If zero or less, enter -0-		0.	0.
i Subtract line 1f from line 1c. If zero or less, enter -0-		0.	0.
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?			<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the separate instructions for lines 2a through 2f.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) Total
2a Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
b Lobbying ceiling amount (150% of line 2a, column (e))					6,000,000.
c Total lobbying expenditures	133,000.	133,556.	120,890.	127,107.	514,553.
d Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
f Grassroots lobbying expenditures					

Schedule C (Form 990 or 990-EZ) 2018

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes," response on lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities?			
j Total. Add lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If "Yes," enter the amount of any tax incurred under section 4912.			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carry over lobbying and political campaign activity expenditures from the prior year?	3	

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues.	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, lines 1 and 2 (see instructions); and Part II-B, line 1. Also, complete this part for any additional information.

SEE PAGE 4

Part IV Supplemental Information (continued)

LOBBYING EXPENSES

SCHEDULE C, PART II-A, LINE 1B

THE ZOO RETAINS SEVERAL CONSULTANTS (LOBBYISTS) ANNUALLY TO SUPPORT ITS COLLABORATION WITH ELECTED OFFICIALS AND GOVERNMENT BODIES, INCLUDING THE COMMONWEALTH OF PENNSYLVANIA, AND THE FEDERAL GOVERNMENT ON LEGISLATIVE ACTIVITIES RELATED TO CONSERVATION, EDUCATION, TRANSPORTATION, COMMUNITY DEVELOPMENT, ANIMAL CARE AND CERTAIN CAPITAL PROJECTS.

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes" on Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2018

Open to Public
Inspection

Name of the organization

ZOOLOGICAL SOCIETY OF PHILADELPHIA

Employer identification number

23-1352298

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate value of contributions to (during year)		
3 Aggregate value of grants from (during year) . .		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?	<input type="checkbox"/> Yes <input type="checkbox"/> No	

Part II Conservation Easements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of a historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenue included on Form 990, Part VIII, line 1. ▶ \$ _____

(ii) Assets included in Form 990, Part X. ▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenue included on Form 990, Part VIII, line 1. ▶ \$ _____

b Assets included in Form 990, Part X. ▶ \$ _____

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule D (Form 990) 2018

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a ☒ Public exhibition d ☐ Loan or exchange programs
- b ☐ Scholarly research e ☐ Other _____
- c ☒ Preservation for future generations
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☒ No

Part IV Escrow and Custodial Arrangements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No
- b If "Yes," explain the arrangement in Part XIII and complete the following table:
- | | Amount |
|---|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? ☐ Yes ☐ No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII ☐

Part V Endowment Funds.

Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	37,753,962.	34,802,603.	30,153,164.	30,794,523.	27,172,662.
b Contributions	1,325,664.	505,500.	1,388,296.	2,335,979.	2,665,000.
c Net investment earnings, gains, and losses	248,793.	3,535,367.	4,304,853.	-1,927,566.	1,964,887.
d Grants or scholarships					
e Other expenditures for facilities and programs	2,636,342.	1,089,508.	1,043,710.	1,049,772.	1,008,026.
f Administrative expenses					
g End of year balance	36,692,077.	37,753,962.	34,802,603.	30,153,164.	30,794,523.

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ▶ 54.4000 %

b Permanent endowment ▶ 45.6000 %

c Temporarily restricted endowment ▶ _____ %

The percentages on lines 2a, 2b, and 2c should equal 100%.

- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

(i) unrelated organizations

(ii) related organizations

	Yes	No
3a(i)	X	
3a(ii)		X
3b		

b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R?

- 4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings		140,530,367.	87,223,430.	53,306,937.
c Leasehold improvements				
d Equipment		11,044,746.	9,115,560.	1,929,186.
e Other		21,955,131.	11,945,156.	10,009,975.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				65,246,098.

Schedule D (Form 990) 2018

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other _____		
(A) _____		
(B) _____		
(C) _____		
(D) _____		
(E) _____		
(F) _____		
(G) _____		
(H) _____		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ►		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) _____		
(2) _____		
(3) _____		
(4) _____		
(5) _____		
(6) _____		
(7) _____		
(8) _____		
(9) _____		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.) ►		

Part IX Other Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) _____	
(2) _____	
(3) _____	
(4) _____	
(5) _____	
(6) _____	
(7) _____	
(8) _____	
(9) _____	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ►	

Part X Other Liabilities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value	
(1) Federal income taxes		
(2) ACCRUED PENSION LIABILITY	1,513,429.	
(3) _____		
(4) _____		
(5) _____		
(6) _____		
(7) _____		
(8) _____		
(9) _____		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ►	1,513,429.	

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII ☒

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	35,264,589.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains (losses) on investments	2a	-4,692,995.	
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d		2e	-4,692,995.
3	Subtract line 2e from line 1		3	39,957,584.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	181,427.	
b	Other (Describe in Part XIII.)	4b	62,310.	
c	Add lines 4a and 4b		4c	243,737.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)		5	40,201,321.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements		1	43,521,225.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d	219,635.	
e	Add lines 2a through 2d		2e	219,635.
3	Subtract line 2e from line 1		3	43,301,590.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	181,427.	
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	181,427.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)		5	43,483,017.

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

SEE PAGE 5

Part XIII Supplemental Information (continued)

ORGANIZATION ELECT TO REPORT HISTORICAL TREASURES IN REVENUE
& BALANCE SHEET

SCHEDULE D, PART III, LINE 1B(II)

EXHIBITS ARE CAPITALIZED AS UNRESTRICTED NET ASSETS, WHICH ARE RECORDED
AT COST AND DEPRECIATED OVER THEIR ESTIMATED USEFUL LIVES. PURCHASED
ADDITIONS TO THE ANIMAL AND HORTICULTURAL COLLECTIONS ARE EXPENSED, AS
ACQUIRED. ADDITIONS TO THESE COLLECTIONS ACQUIRED OTHER THAN BY PURCHASE
ARE NOT ASSIGNED A VALUE AND ARE NOT ACCOUNTED FOR IN THE ACCOUNTS OF THE
ZOO. THE AMOUNT REPORTED ON LINE 1B (II) REFLECTS THE VALUE OF THE
EXHIBITS, NET OF ACCUMULATED DEPRECIATION, AT FISCAL YEAR-END.

ORGANIZATION'S COLLECTIONS OF ART AND HISTORICAL TREASURES

SCHEDULE D, PART III, LINE 4

THE ZOOLOGICAL SOCIETY OF PHILADELPHIA (THE "ZOO"), A PRIVATE
NOT-FOR-PROFIT CORPORATION ESTABLISHED IN 1859, IS AMERICA'S FIRST ZOO.
ITS OFFICIAL OPENING WAS ON JULY 1, 1874. THE ZOO, WHICH IS AN
ACCREDITED MEMBER OF THE ASSOCIATION OF ZOOS AND AQUARIUMS ("AZA"),
ACQUIRES, MAINTAINS AND EXCHANGES ITS COLLECTION IN ACCORDANCE WITH AZA
AND UNITED STATES DEPARTMENT OF AGRICULTURE REGULATIONS. THE ZOO'S CORE
PURPOSE IS TO CONNECT PEOPLE WITH WILDLIFE, CREATING JOYFUL DISCOVERY AND
INSPIRING ACTION FOR ANIMAL AND HABITATS. THE ZOO SHARES ITS MISSION
WITH A DIVERSE AUDIENCE THROUGH FIRST-CLASS EDUCATIONAL PROGRAMMING,
OUTSTANDING ANIMAL CARE, COMPELLING EXHIBITIONS, AND CUTTING-EDGE
CONSERVATION EFFORTS. CURRENTLY HOME TO APPROXIMATELY 3,054 ANIMALS OF
273 SPECIES FROM AROUND THE WORLD, THE ZOO WELCOMES MORE THAN 1 MILLION
VISITORS TO ITS 42 ACRES EACH YEAR AS A NATIONAL ATTRACTION AND REVERED
PHILADELPHIA LANDMARK.

Part XIII Supplemental Information (continued)

IN RECENT YEARS, THE ZOO HAS MADE SIGNIFICANT INVESTMENTS IN ANIMAL EXHIBITS, INCLUDING PECO PRIMATE RESERVE, KEY BANK BIG CAT FALLS, MCNEIL AVIAN CENTER, KIDZOO: HAMILTON FAMILY CHILDREN ZOO & FARIS FAMILY EDUCATION CENTER, THE ORGANIZATION'S LARGEST CONSTRUCTION PROJECT TO DATE AND ZOO360, A FIRST IN THE WORLD TRAIL SYSTEM THAT ENABLES ANIMALS TO TRAVEL AND EXPLORE THE CAMPUS. ADDITIONALLY, IN APRIL 2013, THE ZOO ALSO OPENED THE CENTENNIAL DISTRICT TRANSPORTATION CENTER, A FOUR-STORY, 683-SPACE PARKING GARAGE. THIS DEVELOPMENT ALSO CONSISTS OF SIGNIFICANT FUNCTIONAL AND AESTHETIC IMPROVEMENTS TO TRAFFIC FLOW AND PEDESTRIAN RIGHT OF WAY SUCH AS LIGHTING, STREETScape AND SUSTAINABLE LANDSCAPING, AND UPGRADES TO TRAFFIC SIGNALS AND SIGNAGE. THIS PROJECT WAS FINANCED BY FEDERAL, STATE, CITY, AND ZOO FUNDS.

IN SUMMER 2018, THE ZOO MADE ADDITIONAL IMPROVEMENTS INCLUDING OPENING NEW EXHIBITS SUCH AS PENGUIN POINT, A COMPLETE REDESIGN OF THE FORMER POLAR BEAR EXHIBIT. OFFERING EXCITING NEW EXPERIENCES FOR THE PENGUINS SUCH AS AN OVERSIZED POOL FOR SWIMMING, A ROCKY LANDSCAPE TO EXPLORE, BOULDERS TO JUMP FROM, NEW NESTING BURROWS AND NEW EXPERIENCES FOR GUESTS INCLUDING OPPORTUNITIES TO VIEW THESE CHARISMATIC BIRDS AS THEY SWIM, PLAY AND DIVE. ALSO OPENED IN SUMMER 2018, WATER IS LIFE: RED PANDA PASS & OTTER FALLS, A COMPLETE REDESIGN OF THE FORMER CARNIVORE KINGDOM EXHIBIT THAT OFFERS EXCITING NEW EXPERIENCES FOR THE RED PANDAS AND OTTERS. WATER IS LIFE HIGHLIGHTS ONE OF THE PLANET'S MOST IMPORTANT RESOURCES - WATER - AND HIGHLIGHTS ITS ROLE IN SHELTER, NOURISHMENT AND PLAY FOR ANIMALS AND HUMANS ALIKE. STUNNING INTERPRETATIVE WATER SCULPTURES OFFERING CHANGING VISUAL EFFECTS INVITES GUESTS TO INTERACT

Part XIII Supplemental Information (continued)

WITH, THINK ABOUT, AND ENGAGE WITH THE WAYS THIS ESSENTIAL SUBSTANCE ENRICHES ALL OF OUR LIVES. WATER IS LIFE HAS TWO MAIN ZONES. RED PANDA PASS, THE NEWEST EXTENSION OF ZOO360, FEATURES A WINDING MAZE OF OVERHEAD BRIDGES AND TUNNELS FOR THE ZOO'S RED PANDAS TO ROAM AND EXPLORE ABOVE AND AROUND GUESTS. NEW CLIMBING STRUCTURES, TREES AND OTHER GREENERY ENRICH AND FOSTER THE NATURAL ACTIVITIES OF THESE DELIGHTFUL ANIMALS. OTTER FALLS, A NEW AQUATIC VERSION OF ZOO360, FEATURES AN OVERSIZED SLIDE CONNECTING HABITATS, ENABLING THIS FUN BUNCH TO FROLIC, SWIM, SLIP, AND SLIDE IN MULTIPLE POOLS.

IN SPRING 2019, THE ZOO LAUNCHED A LIMITED ENGAGEMENT, FEATURE EXPERIENCE CALLED CREATURES OF HABITAT, WHERE GUESTS CAN TAKE A FANTASTICAL ADVENTURE VISITING 12 AMAZING LIFE-SIZE LEGO BRICK VIGNETTES SITUATED THROUGHOUT THE ZOO. THIS GAZILLION PIECE JOURNEY SHARES THE ISSUES ANIMALS ARE FACING AROUND THE WORLD AND SPOTLIGHTS THE HEROES WORKING TO SAVE THEM. EACH LIFE-SIZED LEGO BRICK SCENE IS INTRICATELY FASHIONED FROM THOUSANDS OF LEGO BRICKS AND IS ON EXHIBIT ONLY AT THE PHILADELPHIA ZOO. ALSO IN SPRING 2019, THE ZOO BROUGHT BACK ITS ICONIC ZOO KEY TO BE USED AT AUDIO BOOKS LOCATED AT EACH LEGO BRICK SCULPTURE AS WELL AS OTHER AREAS THROUGHOUT THE ZOO. USING THEIR FAMOUS ZOO KEY, VISITORS UNLOCK INSIDER SECRETS AND STORIES ABOUT THE MAGNIFICENT CREATURES LIVING AT PHILADELPHIA ZOO, TOLD BY ANIMAL KEEPERS WHO CARE FOR THEM. THE ZOO HAD BEEN CONSIDERING AND ACTIVELY DESIGNING A POTENTIAL NEW RESTAURANT FOR OVER A YEAR. AFTER CAREFUL CONSIDERATION OF THE RISK AND FINANCIAL IMPLICATIONS, THE ZOO DECIDED TO CANCEL THE PROJECT IN DECEMBER 2018. AS A RESULT, THERE WAS A WRITE-OFF OF \$1,438,000 ASSOCIATED WITH THE ACCUMULATED DESIGN, LEGAL AND OTHER COSTS OF THE PROJECT. THE ZOO INSTEAD

Part XIII Supplemental Information (continued)

OPENED THE URBAN GREEN, A NEW OPEN-AIR FOOD MARKETPLACE AND CHILL ZONE THAT OFFERS AN ARRAY OF DELICIOUS OPTIONS FROM FRESH, DELICIOUS SANDWICHES AND CUSTOM FRIES TO FREQUENTLY CHANGING CRAFT BEERS AND VIBRANT WINES. FEATURING OUTDOOR SEATING, ECLECTIC ARTWORK, AND A VERTICAL FARM, THE URBAN GREEN IS SET TO BE THE BEST ALFRESCO SPOT IN PHILADELPHIA.

ENDOWMENT FUNDS

SCHEDULE D, PART V, LINE 4

THE PHILADELPHIA ZOO USES ENDOWMENT FUNDS TO FUND OPERATING PROGRAMS AND RELEVANT MISSION-BASED INITIATIVES. IN 2012, THE ZOO USED \$5 MILLION OF BOARD DESIGNATED ENDOWMENT FUNDS TO COMPLETE CONSTRUCTION OF KIDZOO: HAMILTON FAMILY CHILDREN ZOO AND FARIS FAMILY EDUCATION CENTER WITH THE INTENT TO REPAY THIS AMOUNT IN FULL (INCLUDING INTEREST) AS CAPITAL CAMPAIGN PLEDGES ARE COLLECTED. AS OF FEBRUARY 29, 2016 THE ENTIRE AMOUNT PLUS INTEREST HAS BEEN REPAID.

ASC 740 (FIN 48) FOOTNOTE

SCHEDULE D, PART X, LINE 2

THE ZOO IS A NOT-FOR-PROFIT CORPORATION AND, ACCORDINGLY, IS EXEMPT FROM FEDERAL TAXES UNDER THE INTERNAL REVENUE CODE SECTION 501(C)(3). THE ZOO IS ALSO EXEMPT FROM STATE AND LOCAL TAXES UNDER APPLICABLE STATUTES.

THE ZOO RECOGNIZES OR DERECOGNIZES A TAX POSITION BASED UPON A MORE LIKELY THAN NOT THRESHOLD. THIS APPLIES TO POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN. THE ZOO DOES NOT BELIEVE ITS FINANCIAL STATEMENTS INCLUDE ANY MATERIAL UNCERTAIN TAX POSITIONS.

Part XIII Supplemental Information (continued)

RECONCILIATION OF REVENUE AND EXPENSES

SCHEDULE D, PART XI & XII

LINE 4B

CHANGES IN BENEFIT OBLIGATIONS	\$361,184
RECLASS: SPECIAL EVENTS EXPENSES	(\$298,874)

	\$62,310

PART XII LINE 2D:

RECLASS: SPECIAL EVENTS EXPENSES	\$298,874
INTEREST RATE SWAP	\$ (79,239)

	\$219,874

**SCHEDULE F
(Form 990)**

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

- Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.
► Attach to Form 990.
► Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2018

**Open to Public
Inspection**

Name of the organization

ZOOLOGICAL SOCIETY OF PHILADELPHIA

Employer identification number

23-1352298

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 14b.

- 1 For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No

- 2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

- 3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in the region	(d) Activities conducted in the region (by type) (such as, fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in the region	(f) Total expenditures for and investments in the region
(1) SOUTH AMERICA	0.	0.	GRANTMAKING		77,089.
(2) EUROPE	0.	0.	PROGRAM SERVICES	ZOOBALLOON MANUFACTURE	43,826.
(3) SUB-SAHARAN AFRICA	0.	0.	GRANTMAKING		18,763.
(4) NORTH AMERICA	0.	0.	PROGRAM SERVICES	EDUCATION & TRANSPORT	6,094.
(5) EAST ASIA AND THE PACIFIC	0.	0.	GRANTMAKING		3,687.
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Subtotal					149,459.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)					149,459.

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule F (Form 990) 2018

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of noncash assistance	(h) Description of noncash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SUB-SAHARAN AFRICA	EDUCATION	18,763.				
(2)			SOUTH AMERICA	CONSERVATION	27,089.				
(3)			SOUTH AMERICA	FORESTRY	50,000.				
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter

3 Enter total number of other organizations or entities

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 16.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of noncash assistance	(g) Description of noncash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Schedule F (Form 990) 2018

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* ☐ Yes ☒ No
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to separately file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A; don't file with Form 990)* ☐ Yes ☒ No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations (see Instructions for Form 5471)* ☐ Yes ☒ No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621)* ☐ Yes ☒ No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships (see Instructions for Form 8865)* ☐ Yes ☒ No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to separately file Form 5713, International Boycott Report (see Instructions for Form 5713; don't file with Form 990)* ☐ Yes ☒ No

Schedule F (Form 990) 2018

Part V Supplemental Information

Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

PROCEDURE OF MONITORING GRANTS OUTSIDE US

SCHEDULE F, PART I, LINE 2

AS A CONDITION OF THESE GRANTS, THE PHILADELPHIA ZOO REQUIRES REPORTS

FROM THE ORGANIZATIONS THAT RECEIVE ITS FINANCIAL SUPPORT. THESE

MANDATORY PROJECT REPORTS MUST DETAIL COMPLETE ACCOUNTABILITY FOR ALL

FUNDS RECEIVED.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" on Form 990, Part IV, line 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

▶ Attach to Form 990 or Form 990-EZ.

▶ Go to www.irs.gov/Form990 for instructions and the latest instructions.

OMB No. 1545-0047

2018

Open to Public Inspection

Name of the organization

ZOOLOGICAL SOCIETY OF PHILADELPHIA

Employer identification number

23-1352298

Part I Fundraising Activities. Complete if the organization answered "Yes" on Form 990, Part IV, line 17.
Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- | | |
|--|---|
| a <input checked="" type="checkbox"/> Mail solicitations | e <input checked="" type="checkbox"/> Solicitation of non-government grants |
| b <input checked="" type="checkbox"/> Internet and email solicitations | f <input checked="" type="checkbox"/> Solicitation of government grants |
| c <input checked="" type="checkbox"/> Phone solicitations | g <input checked="" type="checkbox"/> Special fundraising events |
| d <input checked="" type="checkbox"/> In-person solicitations | |

- 2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees, or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☒ Yes ☐ No
- b If "Yes," list the 10 highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1 ATTACHMENT 1						
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total					478,222.	

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

NJ, PA,

Part II Fundraising Events. Complete if the organization answered "Yes" on Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		ANNUAL GALA (event type)	(event type)	(total number)	(add col. (a) through col. (c))
Revenue	1 Gross receipts	661,640.			661,640.
	2 Less: Contributions	579,976.			579,976.
	3 Gross income (line 1 minus line 2)	81,664.			81,664.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages	64,190.			64,190.
	8 Entertainment	3,500.			3,500.
	9 Other direct expenses	231,184.			231,184.
	10 Direct expense summary. Add lines 4 through 9 in column (d) ▶				298,874.
	11 Net income summary. Subtract line 10 from line 3, column (d) ▶				-217,210.

Part III Gaming. Complete if the organization answered "Yes" on Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1 Gross revenue				
	2 Cash prizes				
Direct Expenses	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
	7 Direct expense summary. Add lines 2 through 5 in column (d) ▶				
	8 Net gaming income summary. Subtract line 7 from line 1, column (d) ▶				

9 Enter the state(s) in which the organization conducts gaming activities: _____

a Is the organization licensed to conduct gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended, or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain: _____

- 11 Does the organization conduct gaming activities with nonmembers? ☐ Yes ☐ No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No
- 13 Indicate the percentage of gaming activity conducted in:
- | | | |
|-------------------------------|-----|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |

- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15 a Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.
- c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

- 16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

☐ Director/officer

☐ Employee

☐ Independent contractor

- 17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV **Supplemental Information.** Provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also provide any additional information (see instructions).

SCHEDULE G, PART I, QUESTION 2

THE PROFESSIONAL EXPENDITURES PAID TO JAIME L. HOWARD WERE FOR FEES TO
CONSULT ON THE COMPREHENSIVE CAMPAIGN STRATEGY.

THE PROFESSIONAL EXPENDITURES PAID TO RICHARD BOHRER WERE FOR FEES TO
CONSULT ON GRANT WRITING AND FOUNDATION SUPPORT.

- 11 Does the organization conduct gaming activities with nonmembers? ☐ Yes ☐ No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No
- 13 Indicate the percentage of gaming activity conducted in:
- | | | |
|-------------------------------|-----|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15 a Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.
- c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also provide any additional information (see instructions).

THE PROFESSIONAL EXPENDITURES PAID TO SCHULTZ & WILLIAMS WERE FOR FEES TO
CONSULT ON THE ANNUAL FUND.

THE PROFESSIONAL EXPENDITURES PAID TO KUBLERWIRKA WERE FOR FEES FOR
FUNDRAISING ASSESSMENT AND CAMPAIGN PLANNING STRATEGY.

11 Does the organization conduct gaming activities with nonmembers? ☐ Yes ☐ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No

13 Indicate the percentage of gaming activity conducted in:

a The organization's facility	13a	%
b An outside facility	13b	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

15 a Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.

c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

☐ Director/officer

☐ Employee

☐ Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV **Supplemental Information.** Provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also provide any additional information (see instructions).

SCHEDULE G, PART II

PHILADELPHIA ZOO'S GLOBAL CONSERVATION GALA IS THE ORGANIZATION'S ANNUAL FUNDRAISING INITIATIVE THAT HONORS INDIVIDUALS AND ORGANIZATIONS FOR EXTRAORDINARY CONTRIBUTIONS, CONSISTENT LEADERSHIP, STEADFAST DEDICATION, AND OUTSTANDING ACHIEVEMENT IN THE WORLD OF CONSERVATION. THESE REMARKABLE GROUPS ARE MAKING A WORLD OF DIFFERENCE FOR ANIMALS AND HABITATS HERE AND AROUND THE GLOBE. THE GLOBAL CONSERVATION GALA IS AN

Schedule G (Form 990 or 990-EZ) 2018

- 11 Does the organization conduct gaming activities with nonmembers? ☐ Yes ☐ No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No
- 13 Indicate the percentage of gaming activity conducted in:
- | | | |
|-------------------------------|-----|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15 a Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.
- c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

☐ Director/officer

☐ Employee

☐ Independent contractor

17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also provide any additional information (see instructions).

IMPORTANT PLATFORM USED TO ADVANCE THE ZOO'S MISSION. OVER THE YEARS, THE
SUPPORT GARNERED THROUGH THE GALA HAS SET A TRANSFORMATIVE COURSE FOR A
NEARLY EXTINCT PRIMATE FROM SOUTHEASTERN BRAZIL, THE GOLDEN LION TAMARIN;
CREATED CAMPAIGNS FOCUSED ON CRITICALLY-ENDANGERED GREAT APES AND BIG
CATS TO INSPIRE AND EMPOWER LOCAL STUDENTS AND GUESTS TO BETTER
UNDERSTAND HOW THEIR EVERYDAY CHOICES IMPACT THE ENVIRONMENT; AND
HIGHLIGHTED LOCAL, NATIONAL AND GLOBAL BENEFITS OF ZOO360, A PIONEERING

- 11 Does the organization conduct gaming activities with nonmembers? ☐ Yes ☐ No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No
- 13 Indicate the percentage of gaming activity conducted in:
- | | | |
|-------------------------------|-----|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |

- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15 a Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____
- c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

- 16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

☐ Director/officer ☐ Employee ☐ Independent contractor

- 17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV **Supplemental Information.** Provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also provide any additional information (see instructions).

FIRST-IN-THE-WORLD ANIMAL TRAIL AND EXPLORATION SYSTEM. SINCE ITS

INCEPTION IN 2010, PHILADELPHIA ZOO'S GLOBAL CONSERVATION GALA, HAS

RAISED MORE THAN \$3.5 MILLION TO SUPPORT PHILADELPHIA ZOO'S CONSERVATION

MISSION OF CONNECTING PEOPLE WITH WILDLIFE, CREATING JOYFUL DISCOVERY AND

INSPIRING ACTION FOR ANIMALS AND HABITATS.

ATTACHMENT 1

990, SCHEDULE G, PART I - HIGHEST PAID FUNDRAISER

NAME AND ADDRESS OF FUNDRAISER	ACTIVITY	DID FUNDRAISER HAVE CUSTODY OR CONTROL OF CONTRIBUTIONS? YES NO	GROSS RECEIPTS FROM ACTIVITY	AMOUNT PAID TO (OR RETAINED BY FUNDRAISER	AMOUNT PAID TO (OR RETAINED BY ORGANIZATION
JAIME L. HOWARD, LLC 2830 SOUTH ALDER STREET PHILADELPHIA PA 19148	CONSULTING	X		222,604.	
RICHARD BOHRER 7 BOLTON COURT WILMINGTON DE 19810	GRANTS CONSULTING	X		81,227.	
SCHULTZ & WILLIAMS, INC. 1617 JFK BLVD. STE 1700 PHILADELPHIA PA 19103	CONSULTING	X		128,402.	
KUBLERWIRKA, INC. 95 CREST ROAD WELLESLEY MA 02482	CONSULTING	X		45,989.	

SCHEDULE I
(Form 990)

Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States

Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for the latest information.

Department of the Treasury
Internal Revenue Service

Name of the organization

ZOOLOGICAL SOCIETY OF PHILADELPHIA

Employer identification number

23-1352298

2018

Open to Public
Inspection

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
(1) VIRGINIA TECH FOUNDATION 210B CHEATHAM HALL BLACKSBURG, VA 24061	54-0721690	501 (C) (3)	20,000.				JAGUAR CONSERVATION
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 1.
- 3 Enter total number of other organizations listed in the line 1 table

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2018)

Part III Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1	ZOCREW COLLEGE SCHOLARSHIPS	18.	21,018.			
2						
3						
4						
5						
6						
7						

Part IV Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b); and any other additional information.

PROCEDURE OF MONITORING GRANTS IN US

SCHEDULE I, PART I, LINE 2

THE PHILADELPHIA ZOO AWARDS, CONTRIBUTES, AND GRANTS FUNDS TO

ORGANIZATIONS WITH ALIGNED MISSIONS, WHICH INCLUDES THE SELECTION OF SOME

ORGANIZATIONS TO PARTICIPATE IN THE ALBERT M. GREENFIELD UNLESS CONTEST.

THE ALBERT M. GREENFIELD UNLESS CONTEST CREATES AWARENESS THAT INSPIRES

SOLUTIONS AND ACTIONS TO IMPACT THE FUTURE OF WILDLIFE. THE ZOO, IN

PARTNERSHIP WITH AREA COLLEGES AND UNIVERSITIES AS WELL AS THE ALBERT M.

GREENFIELD FOUNDATION, AWARDS SCHOLARSHIPS TO INDIVIDUALS AS PART OF OUR

ZOO CHAMPIONS FOR RESTORING ENDANGERED WILDLIFE (ZOO CREW) PROGRAM.

Part III Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1						
2						
3						
4						
5						
6						
7						

Part IV Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b); and any other additional information.

ZOOCREW IS A DIVERSE, MULTI-YEAR YOUTH MENTORING AND ENGAGEMENT PROGRAM

THAT CREATES CONSERVATION-MINDED, CIVICALLY ENGAGED CITIZENS. THEIR

ZOOCREW EXPERIENCE AND EXPOSURE TO STEM (SCIENCE, TECHNOLOGY,

ENGINEERING, AND MATH) ACTIVITIES COMPELS MANY OF OUR PROGRAM

PARTICIPANTS TO PURSUE STUDIES IN STEM, INCREASING RECRUITMENT OF

UNDER-REPRESENTED GROUPS IN THESE FIELDS. THIS PROGRAM HAS GRADUATED MORE

THAN 155 STUDENTS OVER THE PAST 20 YEARS. ZOOCREW ENLISTS, EQUIPS, AND

INSPIRES 14-18 YEAR-OLDS TO BE PART OF THE NEXT GENERATION OF WILDLIFE

AND ENVIRONMENTAL STEWARDS. THIS PROGRAM HAS PROVEN TO BE A PLATFORM FOR

THE EDUCATIONAL SUCCESS OF ITS PARTICIPANTS, BOASTING A 100% HIGH SCHOOL

Part III Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1						
2						
3						
4						
5						
6						
7						

Part IV Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b); and any other additional information.

GRADUATION RATE AND A 96% COLLEGE MATRICULATION RATE, WITH 75% OF ZOOCREW

GRADUATES PURSUING UNDERGRADUATE MAJORS IN THE SCIENCES. THE ZOO FOLLOWS UP ANNUALLY WITH MATRICULATED STUDENTS TO REUNITE THE GROUP AND CHECK IN ON THEIR PROGRESS. AS A CONDITION OF GRANTS, THE ZOO REQUIRES PROJECT REPORTS, WHICH DETAIL COMPLETE ACCOUNTABILITY FOR ALL FUNDS RECEIVED, FROM THE ORGANIZATIONS THAT RECEIVE ITS FINANCIAL SUPPORT.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

ZOOLOGICAL SOCIETY OF PHILADELPHIA

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees

► Complete if the organization answered "Yes" on Form 990, Part IV, line 23.

► Attach to Form 990.

► Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2018

**Open to Public
Inspection**

Employer identification number

23-1352298

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

☐ First-class or charter travel

☐ Travel for companions

☐ Tax indemnification and gross-up payments

☐ Discretionary spending account

☐ Housing allowance or residence for personal use

☐ Payments for business use of personal residence

☐ Health or social club dues or initiation fees

☐ Personal services (such as maid, chauffeur, chef)

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

1b

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?

2

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

☒ Compensation committee

☐ Independent compensation consultant

☒ Form 990 of other organizations

☐ Written employment contract

☐ Compensation survey or study

☒ Approval by the board or compensation committee

4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

a Receive a severance payment or change-of-control payment?

4a

X

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

4b

X

c Participate in, or receive payment from, an equity-based compensation arrangement?

4c

X

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

a The organization?

5a

X

b Any related organization?

5b

X

If "Yes" on line 5a or 5b, describe in Part III.

6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

a The organization?

6a

X

b Any related organization?

6b

X

If "Yes" on line 6a or 6b, describe in Part III.

7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III.

7

X

8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.

8

X

9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

9

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2018

Schedule J (Form 990) 2018

Page **2**

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that aren't listed on Form 990, Part VII.

Note: The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 VIKRAM DEWAN PRESIDENT & CEO	392,809.	0.	0.	163,750.	29,828.	586,387.	0.
2 ANDREW BAKER CHIEF OPERATING OFFICER	246,741.	0.	0.	12,488.	17,513.	276,742.	0.
3 AMY SHEARER CHIEF MARKETING OFFICER	223,571.	0.	0.	11,468.	20,397.	255,436.	0.
4 KIMBERLY LENGEL VP, CONSERVIN (END 10/19/2018)	188,772.	0.	22,460.	9,939.	17,308.	238,479.	0.
5 RICHARD WALIGORA VP, FACILITIES (END 12/7/2018)	151,765.	0.	6,627.	7,936.	23,876.	190,204.	0.
6 CHRISTINE CONTI CONTROLLER	158,001.	0.	0.	6,821.	29,668.	194,490.	0.
7 KENNETH WOODSON VP, GOVERNMENT & COMM AFFAIRS	150,511.	0.	0.	7,656.	11,604.	169,771.	0.
8 DOUGLAS BOHR VP, STRATEGIC INITIATIVES	142,279.	0.	0.	3,414.	29,291.	174,984.	0.
9	0.	0.	0.	0.	0.	0.	0.
10							
11							
12							
13							
14							
15							
16							

Schedule J (Form 990) 2018

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

SEVERANCE PAYMENTS

SCHEDULE J, PART I, LINE 4A

THE ZOO PAID SEVERANCE IN THE AMOUNT OF \$22,460 TO THE

VP OF CONSERVATION AND \$6,627 TO THE VP OF FACILITIES.

SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN

SCHEDULE J, PART I, LINE 4B

DURING THE FISCAL YEAR ENDED FEBRUARY 28, 2019, THE CEO PARTICIPATED IN A

SUPPLEMENTAL NONQUALIFIED PLAN. THE SUPPLEMENTAL NONQUALIFIED PLAN IS

INCLUDED ON THE CALENDAR YEAR 2018 SCHEDULE J, PART II, COLUMN (C) IN THE

AMOUNT OF \$150,000. THIS CONTRIBUTION IS UNVESTED AND UNFUNDED AT THIS

TIME.

NON-FIXED PAYMENTS

SCHEDULE J, PART I, LINE 7

THE ZOO HAS IN PLACE A PERFORMANCE EXCELLENCE PLAN WHICH IS AN ANNUAL

PERFORMANCE INCENTIVE FOR ELIGIBLE EMPLOYEES BASED ON THE ZOO'S

PERFORMANCE AND THE EMPLOYEE'S INDIVIDUAL PERFORMANCE. IT IS DESIGNED TO

PROVIDE A FLAT PAYMENT TO ELIGIBLE EMPLOYEES WHEN THE ZOO MEETS SPECIFIC

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

PERFORMANCE CRITERIA IN THE AREAS OF ATTENDANCE, GUEST EXPERIENCE SCORE
AND FUNDS AVAILABLE FOR REINVESTMENT IN CONJUNCTION WITH THE EMPLOYEE
MEETING INDIVIDUAL ANNUAL PERFORMANCE OBJECTIVES AND BEING ACTIVELY
EMPLOYED ON THE AWARD DATE. ELIGIBILITY INCLUDES ALL FULL-TIME,
SCHEDULED PART-TIME AND SEASONAL STAFF MEMBERS.

NO BONUSES WERE PAID THIS YEAR TO PERSONS LISTED ON FORM 990, PART VII,
SECTION A, LINE 1A.

**SCHEDULE K
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

ZOOLOGICAL SOCIETY OF PHILADELPHIA

Part I Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
						Yes	No	Yes	No	Yes	No
A BOROUGH OF LANGHORNE MANOR HIGHER ED & HEALTH AUTH	23-2581246		08/10/2012	7,750,000.	CONSTRUCTION OF PARKING GARAGE		X		X		X
B											
C											
D											

Part II Proceeds

	A	B	C	D
1 Amount of bonds retired				
2 Amount of bonds legally defeased				
3 Total proceeds of issue	7,750,000.			
4 Gross proceeds in reserve funds				
5 Capitalized interest from proceeds				
6 Proceeds in refunding escrows				
7 Issuance costs from proceeds	120,350.			
8 Credit enhancement from proceeds				
9 Working capital expenditures from proceeds				
10 Capital expenditures from proceeds	7,750,000.			
11 Other spent proceeds				
12 Other unspent proceeds				
13 Year of substantial completion	2013			
14 Were the bonds issued as part of a refunding issue of tax-exempt bonds (or, if issued prior to 2018, a current refunding issue)?	Yes	No	Yes	No
15 Were the bonds issued as part of a refunding issue of taxable bonds (or, if issued prior to 2018, an advance refunding issue)?		X		
16 Has the final allocation of proceeds been made?	X			
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X			

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule K (Form 990) 2018

JSA

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V 18-7.6F

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Supplemental Information on Tax-Exempt Bonds

► Complete if the organization answered "Yes" on Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.

► Attach to Form 990.

► Go to www.irs.gov/Form990 for instructions and the latest information.

Employer identification number
23-1352298

OMB No. 1545-0047

2018

Open to Public
Inspection

Part III Private Business Use

A

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X						
2 Are there any lease arrangements that may result in private business use of bond-financed property?		X						
3a Are there any management or service contracts that may result in private business use of bond-financed property?	X							
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?	X							
c Are there any research agreements that may result in private business use of bond-financed property?		X						
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government						%		%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government						%		%
6 Total of lines 4 and 5						%		%
7 Does the bond issue meet the private security or payment test?		X						
8a Has there been a sale or disposition of any of the bond-financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?		X						
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of						%		%
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?								
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?	X							

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate?		X						
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?		X						
b Exception to rebate?	X							
c No rebate due?								
If "Yes" to line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?	X							

Schedule K (Form 990) 2018

Part IV Arbitrage (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X						
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was the hedge terminated?								
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?		X						
b Name of provider								
c Term of GIC								
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6 Were any gross proceeds invested beyond an available temporary period?		X						
7 Has the organization established written procedures to monitor the requirements of section 148?	X							

Part V Procedures To Undertake Corrective Action

Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation isn't available under applicable regulations?	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
	X							
Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K. See instructions								

Part VI	Supplemental Information. Provide additional information for responses to questions on Schedule K. See instructions

[illegible]

Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions) (Continued)

SCHEDULE K

THE PHILADELPHIA ZOO'S \$7.75 MILLION TAX-EXEMPT BOND WAS PART OF THE FUNDING MIX FOR THE CENTENNIAL DISTRICT TRANSPORTATION CENTER. THE FUNDING FOR THE \$24 MILLION PROJECT WAS PROVIDED BY THE TAX-EXEMPT BOND AND A MIX OF FEDERAL, STATE, AND CITY OF PHILADELPHIA INVESTMENTS. IT WAS THE ZOO'S LARGEST CONSTRUCTION PROJECT TO DATE.

IT OPENED TO THE PUBLIC ON APRIL 5, 2013 FEATURING A FOUR-STORY, 683-SPACE PARKING GARAGE, AS WELL AS SIGNIFICANT FUNCTIONAL AND AESTHETIC IMPROVEMENTS TO TRAFFIC FLOW AND PEDESTRIAN RIGHT-OF-WAY. THE GARAGE IS LOCATED ON THE SITE OF A FORMER SURFACE PARKING LOT, ONE BLOCK FROM THE ZOO'S MAIN ENTRANCE.

THIS PROJECT BENEFITS VISITORS, NEIGHBORING CULTURAL ATTRACTIONS, AND THE CENTENNIAL AND PARKSIDE COMMUNITIES BY MAKING THE AREAS NEAR THE ZOO SAFER FOR PEDESTRIANS AND VEHICLES. THE PROJECT INCLUDES LIGHTING, STREETSCAPE AND SUSTAINABLE LANDSCAPING, UPGRADES TO TRAFFIC SIGNALS, BETTER SIGNAGE TO IMPROVE TRAFFIC FLOW, IMPROVED ACCESS TO PARKING LOTS, AND ENHANCED PEDESTRIAN SAFETY. MASS TRANSIT IMPROVEMENTS INCLUDE SIGNED CROSSWALKS AND BUS PULL-OFFS AT EXISTING STOPS.

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

- ▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
▶ Attach to Form 990.
▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2018

**Open to Public
Inspection**

Name of the organization

ZOOLOGICAL SOCIETY OF PHILADELPHIA

Employer identification number

23-1352298

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles.				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X		459,556.	FMV
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other.				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy.				
22 Historical artifacts.				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (ATCH 1)		2.	4,757,694.	
26 Other ▶ ()				
27 Other ▶ ()				
28 Other ▶ ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement 29

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least three years from the date of the initial contribution, and which isn't required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any nonstandard contributions?	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	X	
b If "Yes," describe in Part II.		
33 If the organization didn't report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) 2018

JSA

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Part II **Supplemental Information.** Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

FORM 990, PART I, LINE 32

THE ZOOLOGICAL SOCIETY OF PHILADELPHIA HAS A MERRILL LYNCH ACCOUNT TO
ACCEPT STOCK DONATIONS. EACH STOCK DONATION IS SOLD PROMPTLY, AND THE
CASH FUNDS ARE TRANSFERRED TO THE OPERATING BANK ACCOUNT.

Part II **Supplemental Information.** Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

ATTACHMENT 1SCHEDULE M, PART I - OTHER NONCASH CONTRIBUTIONS

<u>DESCRIPTION</u>	<u>(A) CHECK</u>	<u>(B) NUMBER OF CONTRIBUTIONS</u>	<u>(C) REVENUES REPORTED</u>	<u>(D) METHOD OF DETERMINING</u>
WATER	X	1.	2,393,166.	FMV OF DON. PROP.
MULTI BUILDING UPGRADES	X	1.	2,364,528.	FMV OF DON. PROP.
TOTALS		<u>2.</u>	<u>4,757,694.</u>	

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

ZOOLOGICAL SOCIETY OF PHILADELPHIA

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2018

**Open to Public
Inspection**

Employer identification number

23-1352298

REVIEW OF FORM 990

FORM 990, PART VI, SECTION B, LINE 11

THE FORM 990 WAS PREPARED BY A NATIONAL ACCOUNTING FIRM WITH THE ASSISTANCE OF MANAGEMENT. AN INITIAL AND DETAILED REVIEW OF THE COMPLETED FORM 990 IS PERFORMED BY THE ORGANIZATION'S CHIEF FINANCIAL OFFICER AND CHIEF EXECUTIVE OFFICER PRIOR TO FILING. FOLLOWING THEIR REVIEW, THE FORM 990 IS PRESENTED TO AND REVIEWED IN DETAIL BY THE AUDIT, SAFETY AND COMPLIANCE COMMITTEE AT A COMMITTEE MEETING. ADDITIONALLY, THE TAX PARTNER FROM THE ACCOUNTING FIRM THAT PREPARES THE FORM 990 ATTENDS SUCH MEETING. SUBSEQUENT TO THE COMMITTEE'S REVIEW, A COPY OF THE FORM 990 IS PROVIDED TO EACH MEMBER OF THE BOARD OF DIRECTORS. EACH BOARD MEMBER HAS AMPLE TIME AND OPPORTUNITY TO RAISE QUESTIONS ABOUT ANY ITEM IN THE FORM 990 PRIOR TO ITS FILING.

CONFLICT OF INTEREST POLICY

FORM 990, PART VI, SECTION B, LINE 12

THE PHILADELPHIA ZOO MAINTAINS WRITTEN CONFLICT OF INTEREST POLICIES FOR DIRECTORS AND EMPLOYEES. EACH YEAR, ALL DIRECTORS, OFFICERS AND EMPLOYEES IN MANAGEMENT POSITIONS ARE REQUIRED TO COMPLETE A CONFLICT OF INTEREST DECLARATION. ALL CONFLICTS INVOLVING A DIRECTOR ARE REVIEWED BY THE NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD; ADDITIONALLY, SUCH CONFLICTS ARE DISCLOSED TO THE ENTIRE BOARD. ANY BOARD MEMBER WITH A CONFLICT OF INTEREST IS REQUIRED TO RECUSE HIM/HERSELF FROM ANY

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DISCUSSION, NEGOTIATION, DELIBERATION OR DECISION MAKING INVOLVING THE TRANSACTION CAUSING THE CONFLICT. ALL INTERESTS INVOLVING AN EMPLOYEE ARE REVIEWED BY THE VP OF HUMAN RESOURCES, THE CHIEF FINANCIAL OFFICER AND THE CHIEF EXECUTIVE OFFICER. ANY INTERESTS THAT CREATE A CONFLICT ARE REPORTED TO THE AUDIT, SAFETY AND COMPLIANCE COMMITTEE BY THE CHIEF EXECUTIVE OFFICER.

EXECUTIVE COMPENSATION REVIEW

FORM 990, PART VI, SECTION B, LINE 15

THE CHIEF EXECUTIVE OFFICER'S PERFORMANCE IS REVIEWED ANNUALLY BY THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS. THE EXECUTIVE COMMITTEE IS CHARGED WITH THE RESPONSIBILITIES OF A COMPENSATION COMMITTEE. IN CONJUNCTION WITH THIS PERFORMANCE APPRAISAL, THE CEO'S COMPENSATION IS REVIEWED AND ESTABLISHED BY THE COMMITTEE WITH FINAL APPROVAL BY THE BOARD. THIS COMPENSATION REVIEW INCLUDES USE OF COMPARABILITY DATA (FOR BOTH PEER ORGANIZATIONS AND LOCAL MARKET BENCHMARKING), SALARY SURVEYS AND OTHER RELEVANT AND INDEPENDENT DATA. CONTEMPORANEOUS SUBSTANTIATION OF THE EXECUTIVE COMMITTEE'S REVIEWS AND DECISIONS IS MAINTAINED. AS FOR THE APPROXIMATE 10 INDIVIDUALS THAT COMPRISE THE SENIOR LEADERSHIP TEAM, THE CHIEF EXECUTIVE OFFICER PRESENTS TO THE EXECUTIVE COMMITTEE FOR DISCUSSION THEIR PERFORMANCE REVIEWS, AS WELL AS HIS COMPENSATION RECOMMENDATIONS AND RELATED PEER ORGANIZATION AND LOCAL MARKET SALARY BENCHMARKING. THE COMPENSATION AND BENEFITS OF THE CEO'S DIRECT REPORTS ARE ALSO APPROVED, PRIOR TO IMPLEMENTATION, BY THE EXECUTIVE COMMITTEE.

GOVERNING DOCUMENTS

FORM 990, PART VI, SECTION C, LINE 19

Name of the organization ZOOLOGICAL SOCIETY OF PHILADELPHIA	Employer identification number 23-1352298
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THE PHILADELPHIA ZOO WILL PROVIDE COPIES OF ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AUDITED FINANCIAL STATEMENTS AND FORM 990 TO THE PUBLIC UPON REQUEST. THE ORGANIZATION ALSO ALLOWS THE PUBLIC THE OPPORTUNITY TO INSPECT THESE DOCUMENTS AT THE ORGANIZATION'S OFFICE UPON REQUEST. ALTERNATIVELY, THE ORGANIZATION POSTS ITS FORM 990 AND AUDITED FINANCIAL STATEMENTS ON ITS WEBSITE.

RECONCILIATION OF NET ASSETS

FORM 990, PART XI, LINE 9

CHANGES IN BENEFIT OBLIGATIONS \$(361,184)

INTEREST RATE SWAP ADJUSTMENT \$ 79,239

\$(281,945)

OTHER PROGRAM SERVICES

FORM 990, PART III, LINE 4D

PHILADELPHIA ZOO HAS AN IMPORTANT RELATIONSHIP WITH ITS SURROUNDING COMMUNITY. THIS RELATIONSHIP WAS ENHANCED BY COMPLETION OF THE CENTENNIAL DISTRICT INTERMODAL TRANSPORTATION CENTER IN 2013. THIS PROJECT INCLUDED A FOUR-STORY, 683-SPACE PARKING LOT LOCATED ON 35TH & GIRARD AVENUE, AS WELL AS ENHANCEMENTS SUCH AS LIGHTING, STREETScape, SUSTAINABLE LANDSCAPING, TRAFFIC SIGNALS AND SIGNAGE THAT IMPROVED TRAFFIC FLOW AT THE I-76 OFF-RAMPS, PEDESTRIAN SAFETY, AND FACILITATED ACCESS TO MULTIPLE PARKING LOTS. MASS TRANSIT IMPROVEMENTS ALSO INCLUDE SIGNALLED CROSSWALKS AND BUS PULL-OFFS AT EXISTING SEPTA STOPS. PHILADELPHIA ZOO CONTINUES TO ADVOCATE FOR A PASSENGER TRAIN STOP, WHICH WOULD RECREATE A STOP THAT

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SERVICED THE ZOO UNTIL THE 1940'S. IN ADDITION TO BEING A GREENER WAY TO TRAVEL, ACCESS TO A ZOO TRAIN WOULD INCREASE THE NUMBER OF VISITORS TO THE ZOO THEREFORE INCREASING ECONOMIC IMPACT. IT WOULD ALSO PROVIDE ACCESS TO TRAVEL TO THE SUBURBS AND OTHER LOCATIONS FOR WORK AND OR RECREATION FOR THOSE RESIDING IN THE COMMUNITY.

ATTACHMENT 1

FORM 990, PART III - PROGRAM SERVICE, LINE 4A

EXHIBITS AND GARDEN CARE: PHILADELPHIA ZOO'S MISSION IS TO CONNECT PEOPLE WITH WILDLIFE, WHILE CREATING JOYFUL DISCOVERY AND INSPIRING ACTION FOR ANIMALS AND HABITATS. ACCREDITED BY THE ASSOCIATION OF ZOOS AND AQUARIUMS, PHILADELPHIA ZOO, AMERICA'S FIRST ZOO, WELCOMES MORE THAN 1.2 MILLION VISITORS EACH YEAR THROUGH ITS HISTORIC GATES.

FOR THE LAST TEN YEARS, PHILADELPHIA ZOO HAS BEGUN TO REIMAGINE AND TRANSFORM ITS CAMPUS AND THE OVERALL ZOO EXPERIENCE, WITH THE ADDITIONS OF AWARD-WINNING EXHIBITS SUCH AS THE PIONEERING ZOO360, KIDZOO: HAMILTON FAMILY CHILDREN'S ZOO & FARIS FAMILY EDUCATION CENTER, MCNEIL AVIAN CENTER AND KEY BANK BIG CAT FALLS.

ZOO360 IS AN INNOVATIVE, FIRST-IN-THE-WORLD SYSTEM OF SEE-THROUGH TRAILS PASSING THROUGH TREETOPS, CROSSING OVER PATHWAYS AND CONNECTING HABITATS, PROVIDING ANIMALS LIKE AMAZING BIG CATS, MAJESTIC PRIMATES AND MARVELOUS MEERKATS OPPORTUNITIES TO TRAVEL AND EXPLORE. ZOO360 OFFERS EXCITING AND ENRICHING EXPERIENCES FOR ANIMALS AND VISITORS ALIKE, TAKING THE ZOO EXPERIENCE TO A WHOLE NEW LEVEL. ZOO360 BENEFITS ANIMAL BY OFFERING MORE OPPORTUNITIES

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ATTACHMENT 1 (CONT'D)

FOR LONG-DISTANCE TRAVEL, GREATER ENVIRONMENTAL VARIETY AND AN INCREASED ABILITY TO DETERMINE THEIR OWN EXPERIENCES, WHILE SIMILARLY ENHANCING THE VISITOR EXPERIENCE BY CREATING A MORE DYNAMIC ENGAGEMENT. ANIMALS ARE ON THE MOVE LIKE NEVER BEFORE AT PHILADELPHIA ZOO, NOW AS YOU MOVE AROUND THE ZOO, THE ZOO MOVES AROUND YOU.

ZOO360 TRAILS LINK EXISTING HABITATS, SO ANIMALS WITH SIMILAR HABITAT REQUIREMENTS CAN UTILIZE EACH OTHER'S SPACES IN A TIME-SHARING SITUATION. ZOO360 IS ANOTHER FIRST AT PHILADELPHIA ZOO AND IN THE WORLD, AND SHOWCASES THE ZOO'S COMMITMENT TO EXCELLENCE IN ANIMAL CARE AND INSPIRING GUESTS TO CONSERVATION ACTION.

AT THE HEART OF THE CAMPUS IS KIDZOOU: HAMILTON FAMILY CHILDREN'S ZOO & FARIS FAMILY EDUCATION CENTER, AN INDOOR-OUTDOOR WILDLIFE ACADEMY AND CHILDREN'S ZOO THAT BOASTS INTERACTIVE, EDUCATIONAL EXPERIENCES FOR THE YOUNGEST ENVIRONMENTAL STEWARDS. KIDZOOU OFFERS DYNAMIC DISPLAYS, HANDS-ON LEARNING AND RARE AND UNUSUAL GOATS, SHEEP, CHICKENS AND DUCKS FOR TODDLERS AND TWEENS ALIKE. KIDZOOU WAS DESIGNED WITH SPECIAL NEEDS COMMUNITIES IN MIND AND WITH THE INPUT OF EXPERTS FROM THE CHILDREN'S HOSPITAL OF PHILADELPHIA'S CENTER FOR AUTISM RESEARCH, THE OVERBROOK SCHOOL FOR THE BLIND AND OTHERS. EXHIBITS FEATURE UNIVERSAL DESIGN ELEMENTS, SIGNAGE IN BRAILLE, SIGN LANGUAGE AND A PICTURE EXCHANGE

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ATTACHMENT 1 (CONT'D)

SYSTEM FOR VERY YOUNG CHILDREN OR THOSE ON THE AUTISM SPECTRUM, AS WELL AS AUDIO AND TACTILE ELEMENTS. THE SITE IS WHEELCHAIR ACCESSIBLE AND BUILDINGS FEATURE POWER DOORS. AMENITIES ALSO INCLUDE ADOLESCENT-SIZE CHANGING TABLES IN FAMILY RESTROOMS.

KIDZOOU IS LEED GOLD CERTIFIED AND UTILIZES ELEMENTS SUCH AS GEOTHERMAL WELLS FOR HEATING AND COOLING; DAYLIGHTING; RAIN WATER COLLECTION FOR USE AS GRAY WATER TO FLUSH THE PUBLIC TOILETS; RAIN GARDENS AND VEGETATED ROOFS TO REDUCE WATER RUNOFF INTO STORM DRAINS; BUILDING REUSE (RENOVATION OF THE FORMER PACHYDERM EXHIBIT); AND RECYCLED AND SALVAGE BUILDING MATERIALS.

KIDZOOU HAS RECEIVED SEVERAL PRESTIGIOUS HONORS INCLUDING:

-THE GROUNDBREAKER AWARD FROM THE DELAWARE VALLEY GREEN BUILDING COUNCIL

-THE CONSTRUCTION AWARD FROM PRESERVATION PENNSYLVANIA

-BEST NEW STORMWATER CONTROL MEASURE FROM TEMPLE/VILLANOVA SUSTAINABLE STORMWATER INITIATIVE

-THE MAYOR'S COMMISSION ON PEOPLE WITH DISABILITIES

-THE GRAND JURY AWARD FROM THE PRESERVATION ALLIANCE FOR GREATER PHILADELPHIA

-2014 EXHIBIT OF THE YEAR FROM ASSOCIATION OF ZOOS AND AQUARIUMS (AZA)

MCNEIL AVIAN CENTER SHOWCASES LUSH WALK-THROUGH HABITATS, WHICH

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ATTACHMENT 1 (CONT'D)

HOUSE OVER 100 RARE AND ENDANGERED BIRDS FROM AROUND THE WORLD...

NOTABLE FEATURES INCLUDE THE RAINFOREST, WHICH IMMERSSES VISITORS
IN COLOR AND SOUND AS THEY ARE SURROUNDED BY BIRD SPECIES, AND THE
MULTI-SENSORY 4-D MIGRATION THEATER.

KEY BANK BIG CAT FALLS OFFERS IS A STUNNING LANDSCAPE OF HABITATS
WHERE GUESTS COME FACE-TO-FACE WITH ENDANGERED BIG CATS FROM
AROUND THE WORLD, INCLUDING BEAUTIFUL SNOW LEOPARDS, PLAYFUL
PUMAS, CRITICALLY-ENDANGERED AMUR TIGERS, TWO PRIDES OF AFRICAN
LIONS, JAGUARS AND AMUR LEOPARDS AND MORE. BIG CATS MOVE FROM ONE
EXHIBIT TO ANOTHER UTILIZING BIG CAT CROSSING, AN EXTENSION OF
ZOO360 THAT CROSSES OVER THE MAIN VISITOR PATH STOPPING GUESTS IN
THEIR TRACKS. AT THE CENTER OF THE EXHIBIT, A CASCADING 12-FOOT
WATERFALL BECKONS GUESTS TO DASH UNDER ITS STREAM ON THEIR WAY TO
BUCK BASE CAMP, WHERE THEY CAN EXPERIENCE AN ACTIVITY-FILLED
RESEARCH STATION. INSIDE OF THE BIG CAT THEATRE, GUESTS CAN VIEW A
SHORT BUT VISUALLY STUNNING FILM FEATURING BIG CATS SHOWCASING
THEIR STRENGTH, FEROCITY AND BEAUTY.

ATTACHMENT 2

FORM 990, PART III - PROGRAM SERVICE, LINE 4B

ANIMAL CARE: PHILADELPHIA ZOO IS ONE OF FOREMOST CONSERVATION
ORGANIZATIONS AND HOME TO 3,054 RARE AND ENDANGERED ANIMALS OF
MORE THAN 250 SPECIES. THROUGHOUT ITS HISTORY, PHILADELPHIA ZOO
HAS PROVIDED EXCEPTIONAL CARE FOR ANIMALS WHILE EDUCATING AND

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ATTACHMENT 2 (CONT'D)

INSPIRING GUESTS AND PARTICIPATING IN IN WORLDWIDE CONSERVATION EFFORTS. KNOWN FOR CONTINUED INNOVATION, COMMITMENT TO WILDLIFE, AND ACHIEVING LONGEVITY RECORDS, PHILADELPHIA ZOO IS A ZOO OF MANY FIRSTS. RANGING FROM HAVING THE FIRST ORANGUTAN AND CHIMPANZEE BORN IN THE U.S. IN THE 1920'S TO THE FIRST GIANT RIVER OTTER BORN IN THE U.S. IN 2004 TO THE CREATION OF ZOO360 A FIRST-IN-THE-WORLD ANIMAL TRAVEL AND EXPLORATION SYSTEM DEVELOPED IN 2011 AND NOW IMPLEMENTED IN MORE THAN 20 ZOOS ACROSS THE GLOBE, PHILADELPHIA ZOO, CONTINUES TO SET STANDARDS ACROSS THE INDUSTRY.

PHILADELPHIA ZOO IS PART OF A GREATER MISSION TO CREATE NATIONAL ZOO CONSERVATION AND BREEDING PROGRAMS FOR ENDANGERED SPECIES. THE ZOO WORKS IN COOPERATION WITH OTHER ACCREDITED ZOOS IN NORTH AMERICA AND WORLDWIDE VIA THE SPECIES SURVIVAL PLAN® (SSP), A COOPERATIVE EFFORT USED TO MANAGE AND BREED ENDANGERED AND OTHER ANIMAL SPECIES TO ENSURE HEALTHY, SELF-SUSTAINING GENETICALLY DIVERSE ANIMAL POPULATIONS. THESE BREEDING PROGRAMS SERVE AS SAFETY NETS FOR SPECIES THAT ARE THREATENED WITH EXTINCTION IN THE WILD.

PHILADELPHIA ZOO CONTINUES TO REACH NEW HEIGHTS IN ALL AREAS OF ITS MISSION, OFFERING STATE-OF-THE-ART ANIMAL EXHIBITS AND HEALTH-CARE FACILITIES, AWARD-WINNING EDUCATION AND CONSERVATION PROGRAMS, EXCEPTIONAL GUEST SERVICES, SCIENTIFIC ACCOMPLISHMENTS MAKING THIS HISTORICALLY SIGNIFICANT VENUE ONE OF THE MOST RENOWNED ZOOS IN THE WORLD.

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ATTACHMENT 3

FORM 990, PART III - PROGRAM SERVICE, LINE 4C

EDUCATION AND CONSERVATION PROGRAMMING: DRIVEN BY A PASSION FOR
PROMOTING ACTIONS THAT SUPPORT WILDLIFE CONSERVATION, THE ZOO
OFFERS A BROAD PORTFOLIO OF DYNAMIC, ORIGINAL, AND AWARD-WINNING

THE ZOO OFFERS HANDS-ON, CURRICULUM-CONNECTED AND MISSION-FOCUSED
ANIMAL EXPERIENCES MORE THAN 170,000 SCHOOLCHILDREN EACH YEAR.

BELOW ARE EXAMPLES OF SPECIFIC PROGRAMMING THAT WORKS TO INSPIRE
THE NEXT GENERATION OF ENVIRONMENTAL STEWARDS.

FIELD TRIPS

AN IMMERSIVE EXPERIENCE THAT HELPS BUILD EMPATHY AND ENCOURAGE
STUDENTS TO MAKE SMALL CHANGES IN THEIR EVERYDAY LIFE THAT CAN
HAVE AN IMPACT ON ANIMALS AROUND THE WORLD. A FIELD TRIP TO THE
ZOO IS AN EXPERIENCE THAT WILL LAST A LIFETIME.

COMMUNITY ACCESS PROGRAM (CAP)

IN PARTNERSHIP WITH INDIVIDUAL, CORPORATE, AND FOUNDATION DONORS
THROUGHOUT THE REGION, THE ZOO PROVIDES FREE VISITS AND ENGAGING
LEARNING OPPORTUNITIES TO MORE THAN 60,000 STUDENTS FROM TITLE I
SCHOOLS ANNUALLY. BY COMMITTING TO AT LEAST 5% OF OUR VISITORS
COMING THROUGH CAP EACH YEAR, THE ZOO HAS MADE FREE ZOO VISITS
POSSIBLE FOR MORE THAN 425,000 UNDERSERVED STUDENTS OVER THE PAST
DECADE.

THE UNLESS CONTEST

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ATTACHMENT 3 (CONT'D)

THE ALBERT M. GREENFIELD UNLESS CONTEST CHALLENGES CLASSES OF K-12TH GRADE STUDENTS TO WORK TOGETHER TO DEVELOP CREATIVE SOLUTIONS TO PROBLEMS THAT IMPACT WILDLIFE. STUDENTS ARE PRESENTED HABITAT DESTRUCTION RELATED TO PALM OIL PRODUCTION OR CLIMATE CHANGE. OVER THE PAST FIVE YEARS, OVER 12,500 SCHOOLCHILDREN FROM MORE THAN 200 SCHOOLS IN THE REGION HAVE PARTICIPATED IN THE UNLESS CONTEST, REACHING 2 TO 4 MILLION PEOPLE WITH THEIR CONSERVATION MESSAGES EACH YEAR!

A MULTI-YEAR YOUTH MENTORING AND ENGAGEMENT PROGRAM, ZOOCREW CREATES CONSERVATION-MINDED, CIVICALLY ENGAGED CITIZENS. PHILADELPHIA TEENS WITH A DIVERSE ARRAY OF BACKGROUNDS AND EXPERIENCES LEARN TO CARE FOR ANIMALS, EDUCATE ZOO GUESTS, AND EQUIP THEMSELVES WITH TOOLS TO CREATE LONG-TERM CHANGE IN THE WORLD. ZOOCREW IS A WONDERFUL PLATFORM FOR EDUCATIONAL SUCCESS, WITH A 100% HIGH SCHOOL GRADUATION RATE AND A 96% COLLEGE MATRICULATION RATE.

THROUGH A SERIES OF FOCUSED EFFORTS, THE ZOO HAS DEFINED ITS ROLE AS A CONSERVATION ORGANIZATION WORKING TO SIGNIFICANTLY DEEPEN POSITIVE IMPACT ON WILDLIFE AND THE ENVIRONMENT. THE GREATEST OPPORTUNITY TO ACHIEVE CONSERVATION IMPACT IS THROUGH PARTNERING WITH THE MILLIONS OF DAY-TO-DAY GUESTS THAT VISIT ONSITE OR ONLINE; THE THOUSANDS OF SCHOOLCHILDREN INSPIRED EACH YEAR THROUGH

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ATTACHMENT 3 (CONT'D)

VISITS AND OUTREACH; AND BY LEVERAGING ACCESS TO A DIVERSE GROUP OF LOCAL AND INTERNATIONAL STAKEHOLDERS WHO SHARE COMMITMENT TO MAKING THE WORLD A BETTER PLACE FOR PEOPLE AND WILDLIFE.

THE ZOO HAS ADOPTED AN ACTION-ORIENTED VISION FOR OUR CONSERVATION AND EDUCATION EFFORTS, DEDICATING RESOURCES TO IMPLEMENTING PROGRAMMING TO ENGAGE OUR ONSITE AUDIENCES AND OUR COMMUNITY IN DIRECT CONSERVATION ACTION. OUR PROGRAM IS DESIGNED AROUND A THEORY OF CHANGE. OUR CHANGE FRAMEWORK LEVERAGES THE EMPATHETIC CONNECTION GUESTS MAKE WITH ANIMALS AT THE ZOO AND BY SHARING TOOLS THAT EMPOWER EVERYONE TO TAKE ACTION IN THEIR DAILY LIVES, PEOPLE WHO CONNECT WITH THE ZOO WILL MAKE A WORLD OF DIFFERENCE BY BECOMING CONSERVATION-MINDED, CIVICALLY ENGAGED ADVOCATES FOR WILDLIFE AND HABITAT.

PHILADELPHIA ZOO WORKS TO ENGAGE VISITORS ABOUT THE POSITIVE CORRELATION BETWEEN REDUCING CARBON DIOXIDE EMISSIONS AND CONSERVING THE PLANET'S WILDLIFE POPULATION. ENERGY USE AND FOREST LOSS ARE THE LEADING GLOBAL SOURCES OF CARBON EMISSIONS WHICH ARE ALREADY CHANGING THE CLIMATE AND THREATENING THE SURVIVAL OF MANY ENDANGERED SPECIES. MIGRATORY PATTERNS OF BIRDS AND POLLINATORS LIKE BUTTERFLIES AND BEES ARE DISRUPTED, RAINFALL CHANGES ARE IMPACTING THE MOIST CONDITIONS NECESSARY FOR SPECIES LIKE FROGS TO BREED, RISING OCEAN TEMPERATURES ARE JEOPARDIZING ENTIRE FOOD CHAINS AND CONTINUED LOSS OF FOREST COULD LEAD TO ORANGUTAN EXTINCTION BY 2050.

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ATTACHMENT 3 (CONT'D)

THE ZOO IS COMMITTED TO REDUCING THE IMPACTS OF A CHANGING CLIMATE ON WILDLIFE HERE AND AROUND THE WORLD. EVERYDAY CHOICES AROUND SAVING ELECTRICITY, CONSERVING WATER, AND RECYCLING, ALONG WITH ADVOCATING FOR THE PROTECTION OF NATURAL RESOURCES LIKE FORESTS, CAN HELP WILDLIFE AND THE ENVIRONMENT. EVERY CONNECTION WITH THE ZOO IS AN OPPORTUNITY FOR GUESTS TO CONNECT WITH WILDLIFE AND BE INSPIRED TO CONSERVATION ACTION. ZOO STAFF AND VOLUNTEERS ENGAGE IN CONSERVATION ACTIVITIES IN THE FOLLOWING AREAS:

- ENDANGERED SPECIES BREEDING PROGRAMS
- EDUCATION
- INTERNATIONAL CONSERVATION
- LOCAL CONSERVATION
- GREEN PRACTICES

THE ZOO HAS MANAGED A ROBUST NATIONAL AND INTERNATIONAL CONSERVATION PROGRAM FOR MANY YEARS AND HAS RECEIVED NUMEROUS AWARDS AND RECOGNITION FOR THOSE EFFORTS. FIELD PROJECTS AROUND THE GLOBE RANGE FROM THE STREETS OF PHILADELPHIA TO THE RAINFORESTS OF BORNEO INCLUDING:

- AMPHIBIANS IN HISPANIOLA (HAITI AND THE DOMINICAN REPUBLIC) AND ECUADOR
- MICRONESIAN KINGFISHER ON THE ISLAND OF GUAM IN THE MARIANA ISLANDS

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ATTACHMENT 3 (CONT'D)

-RODRIGUES FRUIT BATS ON THE ISLAND OF RODRIGUES IN THE INDIAN
OCEAN

-MIGRATORY BIRDS, BUTTERFLIES, AND BEES IN PHILADELPHIA

-ORANGUTANS IN SUMATRA AND BORNEO

-GOLDEN LION TAMARINS IN BRAZIL

-SUMATRAN TIGERS IN SUMATRA

FORM 990, PART III, LINE 4D

OTHER PROGRAM SERVICES

PHILADELPHIA ZOO HAS AN IMPORTANT RELATIONSHIP WITH ITS
SURROUNDING COMMUNITY. THIS RELATIONSHIP WAS ENHANCED BY
COMPLETION OF THE CENTENNIAL DISTRICT INTERMODAL TRANSPORTATION
CENTER IN 2013. THIS PROJECT INCLUDED A FOUR-STORY, 683-SPACE
PARKING LOT LOCATED ON 35TH & GIRARD AVENUE, AS WELL AS
ENHANCEMENTS SUCH AS LIGHTING, STREETScape, SUSTAINABLE
LANDSCAPING, TRAFFIC SIGNALS AND SIGNAGE THAT IMPROVED TRAFFIC
FLOW AT THE I-76 OFF-RAMPS, PEDESTRIAN SAFETY, AND FACILITATED
ACCESS TO MULTIPLE PARKING LOTS. MASS TRANSIT IMPROVEMENTS ALSO
INCLUDE SIGNED CROSSWALKS AND BUS PULL-OFFS AT EXISTING SEPTA
STOPS. PHILADELPHIA ZOO CONTINUES TO ADVOCATE FOR A PASSENGER
TRAIN STOP, WHICH WOULD RECREATE A STOP THAT SERVICED THE ZOO
UNTIL THE 1940'S. IN ADDITION TO BEING A GREENER WAY TO TRAVEL,
ACCESS TO A ZOO TRAIN WOULD INCREASE THE NUMBER OF VISITORS TO THE
ZOO THEREFORE INCREASING ECONOMIC IMPACT. IT WOULD ALSO PROVIDE
ACCESS TO TRAVEL TO THE SUBURBS AND OTHER LOCATIONS FOR WORK AND

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ATTACHMENT 3 (CONT'D)

OR RECREATION FOR THOSE RESIDING IN THE COMMUNITY.

ATTACHMENT 4990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
HARMELIN MEDIA 524 RIGHTERS FERRY RD BALA CYNWYD, PA 19004	ADVERTISING	941,885.
BIG ARCHITECTURE D.P.C. 45 MAIN STREET, SUITE 900 BROOKLYN, NY 11201	DESIGN	452,389.
M.R. ROSE CONSTRUCTION, INC. 463 KENWOOD RD HUNTINGDON VALLEY, PA 19006	CONSTRUCTION	309,227.
THE HARRINGTON AGENCY 329 DICKINSON AVE. SWARTHMORE, PA 19120	CAMPAIGN MAILINGS	308,050.
ANRO, INC. PRINT & DIGITAL SOLUTIONS 931 SOUTH MATLACK STREET WEST CHESTER, PA 19382	PRINTING	305,903.