

**MINUTES OF THE REGULAR MEETING OF THE BOARD OF THE
METROPOLITAN ZOOLOGICAL PARK AND MUSEUM DISTRICT**

St. Louis, Missouri
October 29, 2014

A regular meeting of the Board of Directors of the Metropolitan Zoological Park and Museum District was held in the District office, 7733 Forsyth Blvd., Suite 550 at 12:00 p.m. on Wednesday October 29, 2014. The agenda of the meeting included the review and discussion of the October 23, 2014 Draft Code of Ethics for the District.

Thelma Cook, Chair of the Metropolitan Zoological Park and Museum District (“District”), called the meeting to order. Upon roll call, the following Board members were present:

Thelma V. Cook	Robert A. Powell
Gloria Wessels	Charles E. Valier
Ben Uchitelle	Thomas J. Campbell
Robert G. Lowery, Sr.	via phone

Other persons attending the meeting included Michael Chivell from Armstrong Teasdale LLP, the District’s legal counsel, and District employees: J. Patrick Dougherty, Sharon L. Wilcutt and LaQuana S. Dilworth.

Other persons attending included:

- Tom Curran, St. Louis County Director of Intergovernmental Affairs;
- Katie O’Sullivan, Missouri Botanical Garden Representative;
- Wyndell Hill, Vice President Internal Relations, Zoo Operations; and
- Willis Arnold, Reporter, St. Louis Public Radio.

The Chair asked for public comments from those in attendance. There being no comments, the Chair then moved forward with the meeting agenda.

Approval of Minutes: The Chair called for the approval of the minutes from the regular Board meeting held on September 29, 2014. Mr. Campbell moved that the Minutes from the September 29, 2014 meeting be approved. Mr. Powell seconded the motion. Mr. Uchitelle requested that the minutes be approved with the following correction to page 5 paragraph 8: The draft of the minutes currently provides, “Ben Uchitelle then moved that the paper authored by Ben Uchitelle, advocates for the passage of legislation by the Missouri General Assembly...” The motion would amend it to read: “Ben Uchitelle then moved that the paper authored by Ben Uchitelle, which sets forth the facts and the reasons for advocating for the passage of legislation by the Missouri General Assembly...” Mr. Campbell accepted the proposed amendment and the motion to approve the minutes with the proposed amendment was approved with Mrs. Cook, Mr. Campbell, Mr. Powell, Mr. Valier, Mr. Uchitelle, and Mr. Lowery voting ‘Aye’. Mrs. Wessels abstained.

Executive Director’s Report: Mr. Dougherty reported that, as of October 28, 2014 the District controlled bank accounts approximated \$9.3 million and included:

<u>Account for the benefit of:</u>	<u>Amount</u>
Zoological Park Subdistrict	\$ 136,141.75
Art Museum Subdistrict	\$ 3,701,974.73
St. Louis Science Center Subdistrict	\$ 58,122.95

Botanical Garden Subdistrict	\$ 2,254,391.80
Missouri History Museum Subdistrict	\$ 1,329,931.52
District Operating Fund	\$ 1,860,025.62

Mr. Dougherty then presented the District's internal financial statements for the month of September 2014. No discussion resulted.

Mr. Dougherty then presented copies of the 'Certification Letter' received from the Office of the Missouri State Auditor. The letters report the certification of the 2014 Subdistrict tax rates. A discussion ensued.

Mr. Dougherty explained that field work has started for the agreed upon procedures being done at the Saint Louis Zoo. Additional time was required by the Zoo to comply with requests for documentation. District Auditors Kerber Eck and Braeckel expect to resume work the week of November 3, 2014.

Finance/Audit Committee Report: Robert Powell reported that twelve accounting firms expressed interest in submitting a proposal to provide auditing services to the Zoo Museum District. Five of the firms did not submit a proposal. Three other firms communicated with the District regarding their decision not to participate:

- Brown Smith Wallace believed that it did not have sufficient personnel to complete the engagement;
- Mayer Hoffman McCann believed that since two Subdistricts/cultural institutions were current audit clients of the firm, a conflict of interest could exist; and
- BKD (Baird, Kurtz and Dobson): The firm's national office believes that since its managing partner in the St. Louis office is a member of the Board of Directors of the Saint Louis Zoo Association, the firm is not independent regarding the ZMD audit.

Proposals were received from four firms: Hochschild, Bloom & Co., McGladrey, CliftonLarsonAllen and Kerber, Eck & Braeckel LLP. Summaries of the proposals are currently being prepared and references are being checked, the summaries will be forwarded to the Board following the Audit Committee Meeting. The Audit Committee will meet on November 12, 2014 at noon. All Board members are invited to attend the meeting.

Report of Code of Ethics: Thelma Cook asked Tom Campbell to review the October 23, 2014 Draft of the Code of Ethics for the Metropolitan Zoological Park and Museum District.

Mr. Campbell began the presentation by setting the guidelines for the discussion. Mr. Campbell emphasized that the draft is a work in progress and that the Code of Ethics Committee is hoping to incorporate suggestions, revisions and to resolve any outstanding issues. The document will then be made available for review and comments by the St. Louis City Council and the St. Louis County Council's office. A lengthy discussion ensued.

Mr. Valier asked that the next draft include suggestions and modifications that were discussed.

Mr. Campbell recommended that the suggestions be listed separately so to not encumber the current document. He summarized the following issues as those still to be resolved:

- Financial Disclosure;
- What to do in the event of a violation;
- Should the Code be applied to Subdistricts; and
- Who will receive disclosure statements signed by Board members as required by the Code of Ethics

Mr. Uchitelle and Mr. Valier requested that the revised draft be forwarded to the Code of Ethics Committee for review prior to presenting the revised draft to the full Board.

Mr. Uchitelle suggested that the Board table the discussion and review the revised Code of Ethics at the next full Board meeting.

Report of Legal Counsel: Mr. Chivell had no report.

Old Business: Mr. Valier raised issues with regard to the response of management of the Missouri History Museum to suggestions/questions of the District in post budget-meeting correspondence. Mr. Valier specifically questioned the response of the Museum to compliance with Missouri Open Meetings Law, Section 610.010. A discussion ensued.

Mr. Valier suggested that the Board should require the Missouri Historical Society be subject to the open meetings law by law – not by contracted agreement. An amendment to the Missouri Statute would be required. A discussion ensued.

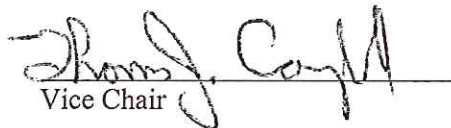
Mr. Campbell moved that the Board preclude that there is no need to advocate for a statutory reform or the creation of a Statute that would formally bring the Missouri Historical Society under the open meetings act. There was no second. Mr. Uchitelle suggested that the motion be tabled.

The chair called for public comments. There being none, the agenda continued.

There being no other business, Mr. Uchitelle moved that the meeting be adjourned. Mr. Campbell seconded the motion, which was adopted unanimously with all members voting “Aye.”

The meeting adjourned at 2:30 p.m.

Respectfully submitted,

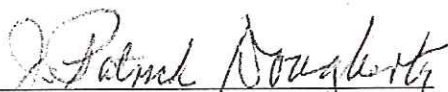

Vice Chair

CERTIFICATE

I, J. Patrick Dougherty, do hereby certify that the attached Notice of Regular Meeting was published in accordance with the provisions of Section 610.020 of the Revised Missouri Statutes, posting said Notice at least twenty-four hours in advance of the date of said meeting at the Pierre Laclède Center Building, 7733 Forsyth Boulevard, Suite 550, Clayton, Missouri, 63105 and by mailing and/or e-mailing a copy of said Notice by ordinary mail to:

- David Hunn
- Stephen Deere
- St. Louis Business Journal
- Riverfront Times
- Susan C. Thomson
- Mark Schlinkmann
- Betsey Bruce
- Patrick Brown
- Jeff Rainford
- Sable Campbell-Jones
- Pat Westhoff
- Nancy Fowler
- Eric Miller
- Alex Heuer
- F. Holmes Lamoreux
- Barbara B. Taylor
- Douglas H. Yeager
- John C. McPheeters
- Romondous Stover
- Willis Arnold
- Diane Toroian Keaggy
- Deborah Peterson
- Elsie Glickert
- Charlene Prost
- Erin M. Nolan
- Odester Saunders
- Tonya Sinkovits /John Butler
- Tom Curran
- Matthew Hathaway
- Rachel Lippmann
- St. Louis Public Radio
- Barb Boyle
- Bert Vescolani
- Wyndell Hill
- Peggy Ritter
- Adrienne D. Davis
- Donna Wilkinson
- Lelia J. Farr
- John R. Roberts

Signed this 29th day of October 2014



J. Patrick Dougherty, Executive Director

NOTICE OF REGULAR MEETING

METROPOLITAN ZOOLOGICAL PARK AND MUSEUM DISTRICT

Pursuant to Section 610.020 of the Revised Missouri Statutes, notice is hereby given that a Regular Meeting of the Metropolitan Zoological Park and Museum District Board will be held as follows:

Date: October 29, 2014

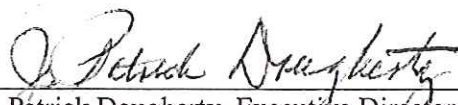
Time: 12:00 P.M.

Place: Pierre Laclède Center
7733 Forsyth Boulevard
Suite 550
St. Louis, MO

Agenda:

1. Discussion of the 10-23-2014 Draft of the Code of Ethics for the Metropolitan Zoological Park and Museum District.
2. Review updated information ZMD Annual Report.
3. Committee Reports.
4. Report from the Executive Director concerning District Matters.
5. Old Business and such other business that comes before the District.
6. The Board may also hold a closed session, with a closed vote and record, as authorized by Section 610.021 (1), (2) and (3), Revised Statutes of Missouri, related to legal issues, real estate and/or personnel, negotiation of a contract pursuant to 610.021 (12) RSMO, proprietary information pursuant to Section 610.021 (15) and/or confidential or privileged communications with our auditor pursuant to (17).

Further information may be obtained at the District Offices, 7733 Forsyth Blvd., Suite 550, Clayton, Missouri 63105, (314) 862-4222


J. Patrick Dougherty, Executive Director