

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

St. Louis, Missouri
September 8, 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 Monday September 8, 2014. The agenda of the meeting included the review of the June/July Internal Financial statements, District 'operating calendar' and discussion concerning the Loop Trolley's rental of the History Museum's Delmar property.

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	Robert G. Lowery, Sr.
Ben Uchitelle	Thomas J. Campbell

Charles Valier was absent. 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:

- Francis Levine, Ph.D., President of the Missouri History Museum;
- Everett Dietle, Director of Communications at the Missouri History Museum; and
- Eric Miller, DVM, Vice President, Zoo Operations.

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: Thelma Cook called for the approval of the minutes from the regular Board meeting held on June 26, 2014. Tom Campbell moved that the minutes be approved and Robert Lowery seconded the motion. The June 26, 2014 minutes were unanimously approved by all members by voting 'Aye'.

Thelma Cook called for the approval of the minutes from the Closed Board meeting held on June 26, 2014. Tom Campbell moved that the minutes be approved and Robert Powell seconded the motion. The June 26, 2014 closed minutes were unanimously approved by all members by voting 'Aye'.

Thelma Cook called for the approval of the minutes from the regular Board meeting held on June 9, 2014. Tom Campbell moved that the minutes be approved and Ben Uchitelle seconded the motion. The June 9, 2014 minutes were unanimously approved by all members by voting 'Aye'.

Thelma Cook called for the approval of the minutes from the regular Board meeting held on April 21, 2014. Tom Campbell moved that the minutes be approved with the following correction to page 2 paragraph 10: The draft of the minutes currently provides, "He further explained that no financial impact on the revenue or expense side." The motion would amend it to read: "He further explained that there was no financial impact on the revenue or expense side."

Ben Uchitelle seconded the motion.

A discussion ensued.

Tom Campbell withdrew his motion to approve the minutes of the April 21, 2014 meeting.

Tom Campbell then moved that the April 21, 2014 minutes be approved with the following changes.

Tom Campbell recommended that page 4 paragraphs 1, 2 and 3 be deleted and restated as follows:

“Pat Whitaker notified the Board that on Friday April 18, 2014 she had been informed that Arcturis, a firm that she founded, has been awarded a contract to design a \$1.2 million to \$2.5 million pavilion at the Saint Louis Science Center.”

“Pat Whitaker agreed to recuse herself from any matters with regards to the Saint Louis Science Center for the duration of the contract (Spring 2016).”

Ben Uchitelle seconded the motion. The motion passed with Thelma Cook, Robert Powell, Tom Campbell Ben Uchitelle and Robert Lowery voting ‘Aye’, and Gloria Wessels voting ‘No’.

Tom Campbell moved that going forward the District’s Board minutes be recorded in an ‘action item only’ format. The record of the minutes should reflect who was present; issues that were discussed, public comments and who spoke; what items were addressed and what action that was taken. He further stated that the minutes should not reflect individual comments. He explained that if anyone wanted more detail, a recording of the minutes is maintained and is available. Ben Uchitelle seconded the motion. The motion to maintain the minutes in an action item only format was approved with Thelma Cook, Robert Powell, Tom Campbell Ben Uchitelle and Robert Lowery voting ‘Aye’, and Gloria Wessels abstaining.

Executive Director’s Report: Mr. Dougherty reported that, as of September 5, 2014 the District controlled bank accounts approximated \$13.9 million and included:

<u>Account for the benefit of:</u>	<u>Amount</u>
Zoological Park Subdistrict	\$ 51,207.44
Art Museum Subdistrict	\$ 5,895,570.73
St. Louis Science Center Subdistrict	\$ 15,770.95
Botanical Garden Subdistrict	\$ 3,410,893.70
Missouri History Museum Subdistrict	\$ 2,419,031.69
District Operating Fund	\$ 2,137,338.21

Pat Dougherty then presented the District’s internal financial statements for the months of June 2014 and July 2014. No discussion resulted.

Pat Dougherty explained that a proposal was received from First National Bank that would allow the Bank to purchase U.S. Treasury Bills for the benefit of the District at year end, from funds in the District operating account. (The interest rate would remain the same – the District would receive a \$1,000 stipend for participating). A discussion ensued.

No action resulted from the discussion.

Finance/Audit Committee Report: Robert Powell reported that the Audit Committee met on August 19, 2014 and reviewed the Request for Proposal for Accounting Services (“RFP”). Mr. Powell informed the Board that the RFP was published on August 29, 2014 in the St. Louis Post Dispatch; The St. Louis Business Journal; and on August 28, 2014 in the St. Louis American. In addition the RFP was posted on

the District website (www.mzdsl.org). At this time, the District has received nine requests for additional information. The deadline for responding to the RFP is September 30, 2014.

Report of Code of Ethics: Tom Campbell informed the Board that the Code of Ethics Committee is scheduled to meet at the District office on September 24, 2014 at noon. All Board members are welcome to attend.

Thelma Cook requested that a copy of the Code of Ethics Policy from each Subdistrict be obtained and forwarded to the Code of Ethics Committee.

Report of Legal Counsel: Mr. Chivell informed the Board that additional information was given to the Code of Ethics Committee as requested.

Old Business: Gloria Wessels requested clarification on the Loop Trolley Transportation Development District rental ("LTDD") of the property on Delmar Boulevard owned by the History Museum. Mr. Uchitelle explained the relationship of the parties and his understanding of the transaction.

Dr. Francis Levine, President of the Missouri History Museum addressed the Board and explained that in addition to the rent paid by LTDD, it pays real estate taxes, insurance and maintenance on the property. The property rental agreement is with the Missouri Historical Society and runs through January 2015.

No action resulted from the discussion.

Gloria Wessels questioned the timing of receipt of minutes from the Subdistrict and Subdistrict Committees. A discussion ensued.

It was suggested that Subdistrict minutes be submitted to the District within one week following their final approval from all Subdistrict and Subdistrict Committee meetings. It was also suggested that the five Subdistricts consider including copies of their minutes on their respective websites.

New Business: Pat Dougherty then presented a Board Operating Calendar highlighting annual tasks undertaken by Board members and staff. No discussion resulted.

Ben Uchitelle presented a draft of a paper advocating the ZMD Subdistricts be granted the right to charge admission fees to non St. Louis City/County residents. A discussion ensued, following which the Board tabled further discussion until the September 29, 2014 Regular Board Meeting.

Dr. Francis Levine, President of the Missouri History Museum offered a comment about the option of admission. She explained that free admission allows the History Museum to reach a broad cross section of visitors; attendance numbers significantly decrease on an exhibit that has an admission fee. Dr. Levine further stated that if the tax base was no longer available, she could foresee that an admission charge could be an option. Dr. Levine also explained that across the country the trend is to remove admission charges to Museums.

Dr. Eric Miller, Vice President, Zoo Operations, stated that the admission charge at the Children's Zoo area of the Zoo has a much lower attendance; there is a \$4.00 admission charge for the Children's Zoo. Dr. Miller explained that any change in the legislation could alter the current tax rates and create a 'renewable tax'.

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

Closed Session: Thelma Cook moved to close the meeting pursuant to RSMo. § 610.021 (3) and (13) to discuss personnel matters. Robert Powell seconded the motion. A roll call vote to approve the motion

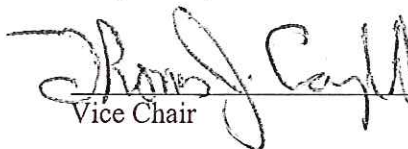
was taken and was passed unanimously. Minutes from the closed session will be prepared by Mr. Chivell and filed at the office of Armstrong Teasdale LLP.

The closed session was adjourned and the regular meeting was then reopened to the public at 1: 40 p.m.

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 1:45 p.m.

Respectfully submitted,


Vice Chair

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: September 8, 2014

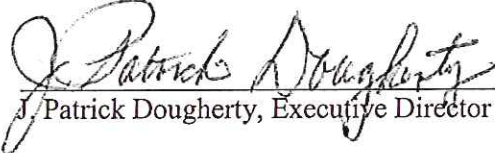
Time: 12:00 P.M.

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

Agenda:

1. Review and approve minutes from prior meetings.
2. Review and discussion of the internal financial statements for the months of June and July 2014.
3. Committee Reports.
4. Old Business and such other business that comes before the District.
5. Discuss Districts policies.
6. Report from the Executive Director concerning District Matters.
7. 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

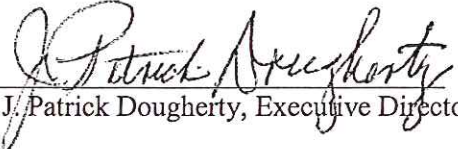

J. Patrick Dougherty, Executive Director

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, by posting said Notice at least twenty-four hours in advance of the date of said meeting at the Pierre Laclede Center Building, 7733 Forsyth Boulevard, 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
- Susan Hegger
- 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 8th day of September 2014


J. Patrick Dougherty, Executive Director