

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

St. Louis, Missouri
April 22, 2015

A regular meeting of the Board of Directors of the Metropolitan Zoological Park and Museum District was held at 7733 Forsyth Blvd., Suite 550 on Wednesday April 22, 2015 at noon. The primary purpose of the meeting was to review the Draft Code of Ethics.

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 Cook	Robert G. Eggmann
Charles E. Valier	Thomas J. Campbell
Michelle Harris	Christine Chadwick
Robert Lowery, Sr. via phone	

Persons attending included: Tom Curran, St. Louis County Director of Intergovernmental Affairs; Steve Barth, CFO and Vice President, Zoo Operations; Matthew Hathaway, Director of Communications at the Missouri History Museum; Katie O'Sullivan, Public Information Officer, Missouri Botanical Garden; and Nick Pistor, Reporter, Post-Dispatch. Other persons attending the meeting included Rick Gratza, CPA from Kerber, Eck & Braeckel LLP, the District's accounting firm; Tessa Trelz from Armstrong Teasdale LLP, the District's legal counsel; District employee Sharon L. Wilcutt and Ronna Alaniz, CPA.

The Chair called for public comments. 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 and from the Closed Board Meeting from April 6, 2015. Mr. Valier asked to defer the approval of the minutes until further review. Mr. Lowery made a motion to approve the minutes. Mr. Campbell seconded the motion. The motion to approve the Regular Board Meeting and the Closed Board Meeting from April 6, 2015 were approved with Mrs. Cook, Mrs. Harris, Mrs. Chadwick, Mr. Campbell, Mr. Lowery and Mr. Eggmann voting 'Aye'. Mr. Valier abstained due to his pending review of the audio tape of the April 6 meeting to confirm whether he would recommend any revisions to the minutes.

Finance/Audit Committee Report: Mr. Gratza presented a summary of Auditors' Results:

- Management's responsibility to prepare the financial statements;
- Auditors' responsibility to express an opinion on the financial matters;
- The financial statements only include the financial data of the District (primary government) and do not include the financial data of the Subdistricts (component units);
- Summary of opinions issued in:
 - Business-type activities (District): Unmodified
 - Aggregate remaining fund information (Pension Plan): Unmodified
 - Discretely presented component units (Subdistrict): Adverse
 - No material weakness in internal control were identified;
 - No material noncompliance with laws, regulations, grants or contracts were identified.

A review of Operating Revenues and Operations Expenses resulted in a change in net position in 2014 of \$274,980. A discussion ensued.

Mr. Gratza then introduced the Report to the Board of Directors. He reported that there had been no changes to the District's accounting policies and procedures during the 2014 calendar year.

Mrs. Chadwick made a motion to accept the:

- Metropolitan Zoological Park and Museum District Financial Statements for the years ending December 31, 2014 and 2013;
- Report to the Board of Directors for the year ending December 31, 2014; and
- Independent Accountants' Report on Agreed-upon Procedures for the year ending December 31, 2104.

Mr. Campbell seconded the motion. The motion was passed with all members voting 'Aye'.

Executive Director's Report – Mrs. Alaniz reported that, as of April 21, 2015, the balances in the various District controlled bank accounts totaled approximately \$33.0 million and included:

<u>Account for the benefit of:</u>	<u>Amount</u>
Zoological Park Subdistrict	\$ 438,271.81
Art Museum Subdistrict	\$ 14,379,107.43
St. Louis Science Center Subdistrict	\$ 1,692,544.62
Botanical Garden Subdistrict	\$ 6,380,468.26
Missouri History Museum Subdistrict	\$ 5,208,528.90
District Operating Fund	\$ 4,996,013.17

Report of Code of Ethics Committee: Mrs. Cook addressed the Board and stressed that the proposed Code of Ethics is a draft and as such all Articles contained in the draft are open for a full discussion.

Mr. Campbell moved that the Board consider the draft of the Code of Ethics dated 4-6-15. There was no second to the motion. Mr. Campbell also presented a set of written comments that he had prepared in response to a draft proposed by Mr. Valier.

Mr. Valier then presented a revised draft as well as an explanation of changes.

Article I - Declaration of Policy was presented and a discussion ensued.

- Mr. Campbell made a motion to accept Article I - The definition of Subdistricts in Article I will apply only to the five Subdistricts which are created by Statute which directly receive taxpayer money from the District and specifically that definition will not include the Missouri Historical Society and the Missouri Botanical Garden which are not statutorily created under the same statute that created the five Subdistrict Boards, and do not directly receive taxpayer money; the Missouri Historical Society and the Missouri Botanical Garden should be included where appropriate - with revisions. Mrs. Chadwick seconded the motion. The motion to accept Article I with revisions was approved with Mrs. Cook, Mr. Campbell, Mr. Eggmann, Mrs. Harris, Mr. Lowery and Mrs. Chadwick voting 'Aye' and Mr. Valier voting 'no.'

Article II – Governing Law and Standards was presented and a discussion ensued.

- Mr. Eggmann made a motion to accept Article II with revisions. Mrs. Chadwick seconded the motion. The motion to accept Article II with revisions was approved with all members voting 'Aye'.

Article III – Definitions was presented and a discussion ensued.

- Mr. Campbell made a motion to accept Article III - Subsection G - Business Transactions - with revisions. Mrs. Harris seconded the motion. The motion was approved with all members voting 'Aye'.
- Mr. Eggmann made a motion to accept Article III - Subsection K - Conflicts of Interest - with revisions. Mrs. Harris seconded the motion. The motion was approved with all members voting 'Aye'.
- Mrs. Chadwick made a motion to accept additional changes on Article III - Subsection G - Business Transactions - with revisions. Mr. Eggmann seconded the motion. The motion was approved with all members voting 'Aye'.

Article IV – Avoidance of Conflicts of Interest was presented and a discussion ensued.

- Mrs. Chadwick made a motion to accept Article IV - Paragraph One/Conflict of Interest - with revisions. Mr. Eggmann seconded the motion. The motion was approved with all members voting 'Aye'.
- Mr. Campbell made a motion to accept Article IV - Subsections 1 through 6 - with revisions. Mrs. Chadwick seconded the motion. The motion was approved with all members voting 'Aye'.

Article V – Disclosure and Recusal by Board Members was presented and a discussion ensued.

Mr. Lowery left the meeting.

- Mr. Eggmann made a motion to accept Article V - Revised Section A, formerly Section B - with revisions. Mrs. Chadwick seconded the motion. The motion was approved with all members voting 'Aye'.

Mrs. Harris left the meeting.

- Mrs. Chadwick made a motion to accept Article V - Section B, formerly Section C - with revisions. Mr. Eggmann seconded the motion. The motion was approved with all members voting 'Aye'.

Article VI – Financial Disclosures was presented and a discussion ensued.

- Mrs. Chadwick made a motion to accept Article VI with revisions. Mr. Campbell seconded the motion. The motion was approved with all members voting 'Aye'.

Article VII – Subdistrict Ethical Standards of Conduct was presented and a discussion ensued.

- Mr. Eggmann made a motion to accept Article VII with revisions, and to compare and reconcile the same with Article IV. Mr. Valier seconded the motion. The motion was approved with all members voting 'Aye'.

Article VIII – Financing by Subdistricts was presented and a discussion ensued.

- Mrs. Chadwick made a motion to accept Article VIII with revisions. Mr. Eggmann seconded the motion. The motion was approved with all members voting 'Aye'.

Article IX – Annual Actions was presented and a discussion ensued.

- Mr. Valier made a motion to accept Article IX - Subsections A through F - with revisions. Mr. Eggmann seconded the motion. The motion was approved with all members voting 'Aye'.
- Mr. Valier made a motion to add that the Code of Ethics should be reviewed annually. Mr. Eggmann seconded the motion. The motion was approved with all members voting 'Aye'

Mrs. Chadwick moved that counsel to the District incorporate all changes approved at the meeting and any other changes recommended by counsel, and that the revised draft of the Code of Ethics then be forwarded to the Mayor of St. Louis and to the St. Louis County Executive. The District is asking the St. Louis County Counselor and the City Counselor's office evaluate the document and suggest any revisions and/or additions that might be appropriate. Mr. Campbell seconded the motion. The motion was approved with all members voting 'Aye'.

Old Business: Ms. Cook presented a revised calendar of potential dates for 2015 Board Meetings. Members discussed their availability to attend meetings on the proposed dates.

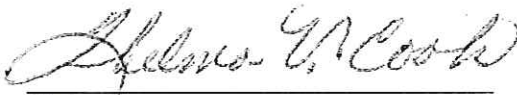
Report of Legal Counsel: Mrs. Trelz had no report.

New Business: No new business.

There being no other business, Mrs. Chadwick moved that the meeting be adjourned. Mr. Valier seconded the motion, which was adopted unanimously with all members voting "Aye."

The meeting adjourned at 4:00 p.m.

Respectfully submitted,


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: April 22, 2015

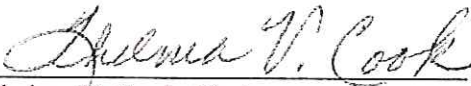
Time: 12:00 P.M.

Place: Pierre Laclede Center
7733 Forsyth Boulevard – Suite 550
St. Louis, MO 63105

Agenda:

1. Presentation of the 2014 Financial Statements, Report to the Board of Directors and Agreed-upon Procedure Reports for the District.
2. Discussion on the District Code of Ethics.
3. Report from the Executive Director concerning District Matters.
4. 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

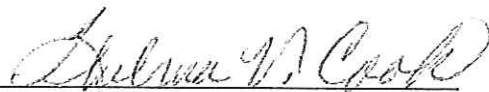

Thelma V. Cook, Chair

CERTIFICATE

I, Thelma V. Cook, 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 Laclede 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
- Ben Uchitelle
- 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
- Benjamin C. Washington
- Gloria Wessels

Signed this 22nd day of April 2015



Thelma V. Cook, Chair