

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

St. Louis, Missouri  
February 2, 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 Monday February 2, 2015 at noon. The primary purpose of the meeting was to review the Draft Code of Ethics and approve the 2015 District Administrative Budget.

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:

Ben Uchitelle	Thelma Cook
Charles E. Valier	Thomas J. Campbell
Robert Powell	Michelle Harris
Christine Chadwick	

Robert Lowery, Sr. was absent. Persons attending included: Tom Curran, St. Louis County Director of Intergovernmental Affairs; Eric Miller, DVM, Vice President, Zoo Operations; Willis Arnold, St. Louis Public Radio; Matthew Hathaway, Director of Communications at the Missouri History Museum; Laura Taylor, Managing Director of Finance at the St. Louis Science Center; Ben Washington; CFO Missouri History Museum and Josh Wiese, staff member for Mayor Slay-via phone;. Other persons attending the meeting included Mike Chivell from Armstrong Teasdale LLP, the District's legal counsel; and District employees: J. Patrick Dougherty and Sharon L. Wilcutt.

The Chair welcomed Michelle Harris and Christine Chadwick to the Board.

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 the Closed Session held on December 11, 2014. Mr. Campbell moved that the minutes from the December 11, 2014 Regular and Closed meetings be approved. Mr. Powell seconded the motion. Mr. Uchitelle asked that the minutes reflect a conversation with Jeff Bonner that suggests that Dr. Bonner share a copy of the paper authored by Mr. Uchitelle; 'Time to Change', which sets forth the facts and the reasons for advocating for the passage of legislation by the Missouri General Assembly which would permit the elective option of charging admission to the Subdistrict cultural institutions for those visitors who reside outside the City of St. Louis and St. Louis County with the Zoo Commissioners and the Zoo Trustees.

Mr. Campbell accepted Mr. Uchitelle's suggested change to his motion to approve the minutes of the December 11, 2014 open and closed meetings of the Board. There being no further discussion by the Board, Mr. Powell seconded the Motion and both sets of minutes with the changes suggested by Mr. Uchitelle were approved by all members voting 'Aye'.

Executive Director's Report – Pat Dougherty reported that, as of January 30, 2015 the balances in the various District controlled bank accounts totaled approximately \$47.5 million and included:

<u>Account for the benefit of:</u>	<u>Amount</u>
Zoological Park Subdistrict	\$ 4,660,813.61
Art Museum Subdistrict	\$ 16,446,607.64
St. Louis Science Center Subdistrict	\$ 3,504,343.86
Botanical Garden Subdistrict	\$ 8,785,253.34
Missouri History Museum Subdistrict	\$ 9,112,664.67
District Operating Fund	\$ 5,021,466.71
Clearing Account-Undisbursed	\$ 22,200.34

Mr. Dougherty then presented the District's internal financial statements for the months of November 2014 and December 2014. He provided a brief overview of the year-end December financial statements and addressed questions from members of the Board.

Finance/Audit Committee Report: Mr. Powell had no report.

Report of Code of Ethics Committee: Mr. Campbell reported that the committee met on Monday, February 2, 2015 at 11:00 am prior to the Regular Board Meeting. He presented a draft of the District's Code of Ethics comparing the 12-11-14 Draft of the Code of Ethics against a new draft dated 2-2-15. Copies of the 2-2-15 draft were given to members of the Board. Mr. Campbell then explained that at the Code of Ethics Committee meeting additional changes were agreed to by the Committee that are not included in the 2-2-15 draft before the Board.

He explained that the Committee agreed to the following revisions at its meeting:

- On page 1 – Article II -- Governing Law and Standards – the words Missouri Historical Society and the Missouri Botanical Garden were added in the second line after “Directors of the District and Commissioners of the Subdistricts”.
- On page 4 – in paragraphs 1, 3 and 4 the words or other remuneration were added after the word “Compensation”.
- On page 6 –Article V -- Disclosure and Recusal - the sixth line begins “...Executive Director and Chair of the ZMD...” – The Committee agreed in concept to add the appointing authority. Mr. Campbell stated that the Committee agreed to the concept but had not finalized the language for this provision. Mr. Valier stated the Code should provide that the Executive Director will forward such information to the official who appointed the member of the Board with the conflict or potential conflict of interest. Discussion concerning this issue continued but no language was finalized.
- On page 7 – the word generally is to be removed from the fourth line of the second paragraph.

Ms. Cook requested a motion be made concerning the matter and Mr. Campbell moved that the draft of the Code of Ethics presented to the Board be forwarded to the County Executive's office, the City of St. Louis Mayor's office and the offices of Armstrong Teasdale LLP for further comments and review. Mr. Uchitelle seconded the motion.

Discussion ensued and Mr. Valier raised concerns about the annual Financial Disclosure requirements of the Code of Ethics and how the disclosure should include disclosure of substantial financial interests.

Discussion continued concerning the disclosure requirements, following which Ms. Cook asked for the question to be called. A roll call vote was taken with the Board members voting as follows:



Thelma Cook - Yes                      Tom Campbell – Yes  
Robert Powell – Yes                    Charlie Valier – Yes  
Ben Uchitelle – Yes                    Michelle Harris – Yes  
Christine Chadwick - Yes              Robert Lowery – Absent

The motion to forward the draft to the County Executive's office, the City of St. Louis Mayor's office and Armstrong Teasdale LLP was unanimously approved with all members voting 'Aye'. Ms. Cook requested that the redrafted document be put in final form and given to all Board Members prior to it being sent to the appointing authorities and outside counsel.

Report of Legal Counsel: Mr. Chivell reported on information sent to new Board Members on the requirements and obligations under the Sunshine Law.

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

New Business: Mr. Gratz introduced the audit team that will be performing the audit for the District. He also presented an overview of the upcoming audit. He specifically discussed the following items:

Scope:

- Primary government only for the year ended December 31, 2014 (District); and
- Primary government and component units (District and Subdistricts).

Management's responsibility:

- Preparing the financial statements in conformity with GAAP; and
- Designing, implementing and maintaining internal control over financial statements preparation.

Auditors' responsibility:

- Express opinions as to whether the financial statements are fairly presented in conformity with GAAP;
- Audit to be performed in accordance with:
  - Generally accepted auditing standards promulgated by the AICPA; and
  - Government Auditing Standard issued by Comptroller General of the United States.

Nature and Timing of Audit:

- Fieldwork scheduled for the week of March 23, 2015; and
- Audit procedures to include, but not limited to the following:
  - Independent confirmation of all cash and investment balances with financial institutions;
  - Independent confirmation of nearly all revenue sources with the City and County;
  - Independent confirmation of all disbursements to the Subdistricts; and
  - Evaluation of key factors and assumptions used to estimate the allowance for uncollectable property taxes.

A discussion ensued.

Mr. Dougherty addressed the agreed-upon procedure process for 2015 and reviewed past agreed-upon procedures completed at the Science Center, the History Museum, the Art Museum and the Saint Louis Zoo. A recommendation was made for the next engagement to be conducted at the Botanical Garden. A discussion ensued.

Ms. Cook presented a summary of progress made on the 2015 Report to the Community.

Mr. Uchitelle moved that a budget be set not to exceed \$25,000 for the 2015 Report to the Community. Mr. Campbell seconded the motion. Discussion ensued concerning the Report. Following discussion, the motion to

approve the \$25,000 budget for the 2015 Report to the Community was approved with six Board Members voting 'aye' and one Board Member voting 'no'.

Mr. Dougherty reviewed the District's 2015 preliminary administrative budget. The presentation included an examination of the elements of the District's 2014 administrative revenue and expenses, comparison of these amounts to the budget and a recognition of both a dollar and percentage "actual to budget" variance. Reasons for each variance were discussed. Mr. Dougherty then submitted a thorough analysis of the revenue and expense components included in the District's preliminary 2015 administrative budget. He then responded to questions and comments from members of the Board. It was recommended that the proposed 2015 budget include \$10,000 for Board Training and \$25,000 for the 2015 Annual Report to the Community.

Following discussion, Mr. Valier moved for the approval of the 2015 District's administrative budget with the inclusion of the cost of board training and the Annual Report to the Community. Mr. Campbell seconded the motion. The motion to approve the 2015 District administrative budget was unanimously approved with all members voting 'aye'.

The Chair asked for any public comments from those in attendance. There being none and no other business of the District, Mr. Campbell moved that the meeting be adjourned. Ms. Chadwick seconded the motion which was adopted unanimously with all members voting "Aye."

The meeting adjourned at 1:20 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: February 2, 2015

Time: 12:00 P.M.

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

Agenda:

1. 2015 District Administrative Budget.
2. Discussion of the ZMD 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

  
J. Patrick Dougherty, Executive Director

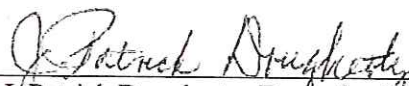


## CERTIFICATE

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, 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
- 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

Signed this 2nd day of February 2015

  
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J. Patrick Dougherty, Executive Director