

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

St. Louis, Missouri
July 14, 2015

The regular meeting of the Board of Directors was held at the Saint Louis Science Center, St. Louis, Missouri at 4:00 p.m. on Tuesday July, 14, 2015. The primary purpose of the meeting was to review and discuss the 2015 budget and the 2014 financial statements of the Saint Louis Science Center Subdistrict (hereinafter referred to as the "Subdistrict").

Thelma Cook, Chair of the Metropolitan Zoological Park and Museum District ("District"), called the meeting to order. She welcomed St. Louis Science Center Commissioners, Trustees and Staff. She then welcomed the other individuals who were attending the meeting. The names and affiliated organizations of all attendees are listed on **Exhibit I** of the minutes which is attached hereto and made a part hereof.

Upon roll call, the following Board members were present:

Thelma V. Cook	Thomas J. Campbell
Charles E. Valier	Robert E. Eggmann
Michelle Harris	

Robert Lowery, Sr. and Christine Chadwick were absent. Other persons attending the meeting included Michael Chivell from Armstrong Teasdale LLP, the District's legal counsel and Brittany Herron, Intern with Armstrong Teasdale LLP; and District employees: J. Patrick Dougherty and Sharon L. Wilcutt

The Chair then called for Public Comments.

Mr. Uchitelle, a public citizen, addressed the meeting and presented a paper titled 'A Time to Change' advocating that ZMD Subdistricts be granted the right to charge admission fees to non St. Louis City/County residents. A discussion ensued.

Science Center Presentation – Mr. Yaeger welcomed the District and highlighted continued financial performance and the various cross promotional projects with other ZMD institutions. He stated that a strategic review effort is underway that will put a plan in place for the next few years. Mr. Yaeger thanked the District and the tax payers for their continued support.

Mr. Vescolani welcomed everyone to the meeting and began his presentation with a video recap of 2014 exhibits, news stories and media announcements. Mr. Vescolani gave a detailed overview of cross promotion projects with the Zoo, Botanical Garden, History Museum and the Art Museum. He highlighted new and renewed exhibits; a review of audience profile; general attendance numbers; visitor experience ratings; staff profile and diversity numbers. In addition, Mr. Vescolani presented a detailed explanation of the success of the YES (Youth Exploring Science) program. A discussion ensued.

Mrs. Boyle then presented 2014 budget data and 2015 budget projections. She explained that the key driver in developing the budget is attendance and special exhibits costs. Mrs. Boyle then explained the variances within the revenue and expenses categories of the budget. An overview of grants, contributions, the status of the Omnimax Theatre and the line of credit were given. A discussion ensued.

Upon completion of the budget presentation the meeting recessed. Within a few minutes, Mrs. Cook called the meeting to order.

Approval of Minutes: The Chair called for the approval of the Minutes from the June 19, 2015 regular Board meeting. Mr. Valier moved that the minutes be approved and Mr. Campbell seconded the motion. The motion to approve the June 19, 2015 minutes was approved with all members voting 'Aye'.

Mrs. Cook called for comments and discussion on the information presented by the Saint Louis Science Center staff. A discussion ensued.

Executive Director's Report: Mr. Dougherty informed the Board that the balances in the bank accounts controlled by the District totaled approximately \$23.6 million as of July 13, 2015, and included:

<u>Account for the benefit of:</u>	<u>Account balance:</u>
Zoological Park Subdistrict	\$ 99,926.08
Art Museum Subdistrict	\$ 9,557,189.62
St. Louis Science Center Subdistrict	\$ 48,181.56
Botanical Garden Subdistrict	\$ 4,968,225.92
Missouri History Museum Subdistrict	\$ 3,795,166.37
District Operating Fund – First National Bank	\$ 5,181,001.11

Audit/Finance Report: No report at this time.

Report of Legal Counsel: Mr. Chivell offered an observation and a possible revision to the ZMD By-laws for the Board to discuss if it believes a change is needed. He explained current requirements for a quorum and the issues it presents. He discussed several possible changes that could address the issue of a quorum for future Board meetings. A discussion ensued.

Old Business: Mrs. Cook presented copies of the District's Report to the Community; the District has contracted with a bulk mail vendor to distribute the report, the mailings will begin by July 16th.

Mrs. Cook informed the Board that the District has received correspondence Tom Curran and St. Louis County Counselor Peter Krane. Mr. Krane indicated that he has reviewed the Districts Code of Ethics policy. Mr. Krane has reported that the County has no additions or further comments for the report.

Mrs. Cook explained that she has contacted the Mayor's office to inquire about the status of the review of the Code of Ethics policy from the City Counselor.

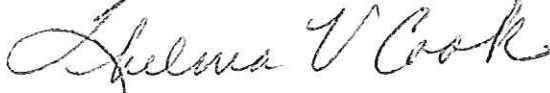
New Business: Mrs. Wilcutt informed the Board that the History Museum Subdistrict budget meeting will be re-scheduled for Monday August 31, 2015 at 12:00 p.m.

The Chair then asked for public comments from those in attendance. No comments resulted.

There being no further business, Mr. Campbell moved that the meeting be adjourned. Mrs. Harris seconded the motion. The motion passed unanimously with all members voting 'Aye'.

The meeting adjourned at 5:40 p.m.

Respectfully submitted,



Chair

EXHIBIT I

<u>NAME</u>	<u>AFFILIATED ORGANIZATION</u>
Bert Vescolani	President and Chief Executive Officer; Saint Louis Science Center
Barbara Boyle,	Vice President and Chief Financial Officer; Saint Louis Science Center
Laura Taylor	Managing Director Finance; St. Louis Science Center
Pat Williams	Representative from St. Louis Science Center
Christian Greer	Representative from St. Louis Science Center
Cynthia Skaggs	Representative from St. Louis Science Center
Deb Washington	Representative from St. Louis Science Center
Jackie Mollet	Representative from St. Louis Science Center
John Wharton	Representative from St. Louis Science Center
Loretta Muretich	Representative from St. Louis Science Center
Michael Neidorff	Chairman, St. Louis Science Center Commission
Douglas H. Yaeger,	Commissioner, St. Louis Science Center
Joshua Randall	Commissioner, St. Louis Science Center
Kitty Ratcliffe	Commissioner, St. Louis Science Center
Tracy Hart	Commissioner, St. Louis Science Center
Dr. Tom George	Commissioner, St. Louis Science Center
Kent Schien	Commissioner, St. Louis Science Center
David Diener	Trustee, St. Louis Science Center
Gene Toombs	Trustee, St. Louis Science Center
Harvey Harris	Trustee, St. Louis Science Center
Hattie Jackson	Trustee, St. Louis Science Center
Jerry Ritter	Trustee, St. Louis Science Center
Kathy Sherby	Trustee, St. Louis Science Center
Travis Brown	Trustee, St. Louis Science Center
Joshua Randall	Trustee, St. Louis Science Center
Phil Needleman	Past Interim President; St. Louis Science Center
Ben Uchitelle	Private Citizen
Steve Barth	CFO and VP of Operations; St. Louis Zoo
Matthew Hathaway	Director of Communications; Saint Louis Art Museum
Sable Campbell	Director of Diversity, City of St. Louis
Katie O'Sullivan	Public Information Officer; Missouri Botanical Garden
Willis Arnold	Reporter, St. Louis Public Radio

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: July 14, 2015

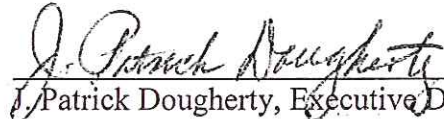
Time: 4:00 P.M.

Place: Saint Louis Science Center
5050 Oakland Avenue
St. Louis, MO 63110

Agenda:

1. Saint Louis Science Center 2014 Financial Statements and 2015 Budget.
2. Discussion of the information contained within the Science Center budget presentation.
3. Update the status District Code of Ethics.
4. Update the status of Report to the Community.
5. Report from the Executive Director concerning District Matters.
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

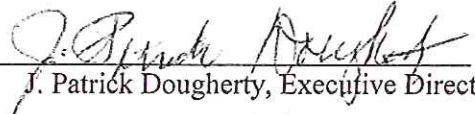

Patrick Dougherty, Executive Director

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 in a prominent place easily accessible to the public at the Saint Louis Science Center and at the Pierre Laclede Center Building, 7733 Forsyth Boulevard, Suite 550, Clayton, Missouri, 63105 and by posting on the District's website and 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
- Michael F. Neiforff
- Lelia J. Farr
- Richard Jensen
- Willis Arnold
- Ben Uchitelle
- Laura Taylor
- 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
- Matthew W. Geekie
- Adrienne D. Davis
- Donna Wilkinson
- Lelia J. Farr
- Harry Rich
- Benjamin C. Washington
- Gloria Wessels
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Signed this 14th day of July 2015


J. Patrick Dougherty, Executive Director