

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

St. Louis, Missouri  
May 28, 2015

A regular meeting of the Board of Directors was held in the Spink Pavilion at the Missouri Botanical Garden, St. Louis, Missouri on Thursday May 28, 2015. The primary purpose of the meeting was to review and discuss the 2015 budgets and the 2014 financial statements of the Botanical Garden Subdistrict and the Missouri Botanical Garden ("Garden").

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	Charles E. Valier
Thomas J. Campbell	Christine Chadwick
Robert E. Eggmann	Michelle Harris

Robert G. Lowery, Sr. was absent. Forty-six other persons attended the meeting. The individuals' names and affiliated organizations are listed on Exhibit I of the minutes which is attached hereto and made a part hereof.

Thelma Cook asked for public comments from those in attendance.

Mr. Campbell spoke as a member of the public to congratulate Mrs. Cook on receiving an honorary Doctorate degree from Harris-Stowe State University. Among the many civic organizations Mrs. Cook serves on, she is the chairwoman of the Harris-Stowe Board of Regents.

Mrs. Cook asked the representatives from the Missouri Botanical Garden to begin the presentation.

Subdistrict and Botanical Garden Budgets: Lelia Farr, Chair of the Botanical Garden Trustees opened the meeting with an overview of some of the Garden's most significant achievements from 2014. Mrs. Farr welcomed the new ZMD Directors. She addressed the attendance at the Garden Glow and the upcoming Lantern Festival - Magic Reimagined. Mrs. Farr also explained that 70% of the memberships at the Garden are held by St. Louis City and County residents.

Dr. Peter Wyse Jackson thanked the ZMD, Subdistrict Commissioners, Trustees and employees for helping to achieve another extraordinary year at the Garden. He began the presentation with a summary of major achievements through 2014:

- The Capital Campaign has received \$87 million towards the goal of goal of \$100 million;
- 133 new plant species discovered;
- 108,634 specimens added to Herbarium;
- Continued progress with World Flora online;
- Dr. Wyse Jackson was a keynote speaker at the United Nations Convention on Biological Diversity;
- Established new program in Ecological Restoration;
- Renovations to Bavarian Garden, Spink Pavilion and Linnean House;
- 13.9 million visits to the Garden help website;
- 39,919 hours of community service by Master Gardeners; and
- Improving visitor experience for guests with disabilities.

Mrs. Marcia B. Mellitz, Chair of the Botanical Garden Subdistrict addressed the Board. Mrs. Mellitz explained that the Subdistrict Commissioners have reviewed and approved the financial and administrative documents that were presented and further stated that key senior members of the Garden attend all Subdistrict meetings. The Garden staff presents information and briefings on areas of engagement and all future plans. The Subdistrict Commissioners participate and serve on the Gardens advisory committees; including finance, building and grounds; Trustee executive committee and education.

Questions on endowment; diversity; special needs inclusion and the neighborhood association relationships were addressed. Botanical Garden management will supply the Board with additional information about attendance with a breakdown by geographical areas and additional updated information from the IRS form 990.

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

Annual Report: The Chair called for the presentation of the draft of the ZMD 2015 Annual Report. Kurt Greenbaum then presented a revised sample of the 2015 Annual Report. A discussion ensued. Questions, comments and corrections should be directed to Mr. Greenbaum and Mrs. Cook by Monday June 1, 2015.

Approval of Minutes: The Chair called for the approval of the minutes from the Regular Board meeting from April 22, 2015. Mrs. Chadwick moved that the April 22, 2015 minutes be approved. Mr. Campbell seconded the motion. The motion to approve the April 22, 2015 minutes was approved with all members voting 'Aye'.

Mrs. Cook called for comments and discussion on the information presented by the Botanical Garden and Botanical Garden Subdistrict staff. A discussion ensued.

Executive Director's Report: Mr. Dougherty reported that, as of May 27, 2015, the balances in the District controlled bank accounts approximated \$27.5 million and included:

<u>Account for the benefit of:</u>	<u>Amount</u>
Zoological Park Subdistrict	\$ 183,986.88
Art Museum Subdistrict	\$ 11,368,345.75
St. Louis Science Center Subdistrict	\$ 27,394.63
Botanical Garden Subdistrict	\$ 5,689,267.58
Missouri History Museum Subdistrict	\$ 5,277,286.24
District Operating Fund	\$ 4,969,288.51

Mr. Dougherty then presented the District's internal financial statements for the months of January, February, March and April 2015. No discussion resulted.

Mr. Dougherty explained that Kerber, Eck and Braeckel, LLC, the Districts auditing firm, is ready to schedule the Missouri Botanical Garden Subdistrict's Agreed-upon procedure work. KEB would like to begin the work at the Missouri Botanical Garden in late July and early August. A preliminary summary of agreed-upon procedures requests will be sent to all Board members for review.

Mr. Dougherty reported that the Science Center requested to change the scheduled 12:00 p.m. time of the Budget meeting on July 14, 2015 to later in the day. A rescheduled time of 4:00 p.m. was agreed to.

Finance/Audit Committee Report: No report at this time.

Report of Legal Counsel: Mr. Chivell asked that the District re-adopt the Central Bank of St. Louis banking resolution to include the signature of Executive Director, J. Patrick Dougherty.

Mr. Eggmann moved that the Board re-adopt the Central Bank of St. Louis banking resolution. Mrs. Chadwick seconded the motion. The motion to approve the Bank Resolution was approved with all members voting 'Aye'.

Old Business: Mrs. Cook informed the Board the finalized draft of the District Code of Ethics has been forwarded to Armstrong Teasdale's office, 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 to evaluate the document and suggest any revisions and/or additions that might be appropriate.

New Business: Mr. Dougherty addressed the 2015 budgets associated with three ZMD administrative expense accounts might require amendment. The accounts are: Salary and personnel costs; Accounting Fees (Non-audit services) and Legal Fees. A discussion ensued.

- Salary and personnel costs: After the District's administrative budget was approved by the Board; the ZMD office received a bill from the Science Center totaling \$2,896.00. The bill represented the charge for the 2014 ZMD minimum pension liability associated with its participation in the Science Center's frozen defined benefit retirement plan. Two ZMD employees are covered by the plan. Prior to the preparation of the budget, Science Center management was unsure of the amount of the pension liability. Amending the Salary and personnel cost budget by \$3,000 should adequately reflect the anticipated ZMD 2015 minimum pension liability.
- Accounting Fees (Non-audit services): Due to the recent unexpected absence of the Executive Director, it was necessary for the District Board to obtain additional accounting services. The ZMD engaged KEB to prepare the District's 2015 preliminary nonbinding tax rates, assist ZMD staff during their preparation of audit work papers and assist the ZMD in its search for an interim controller. KEB's fee for these services totaled \$9,251.50. Ronna Alaniz provided controllership services to the District during this period. Ms. Alaniz charged a \$4,860.00 fee. Amending the budget to recognize the non-audit accounting fees of \$14,125.00 could be considered.
- Legal Fees: During the month of April, legal fees increased due to Armstrong Teasdale's unanticipated involvement in revising the District's Code of Ethics. Legal counsel believes his firm may still be able to "live within" the \$80,000 Legal Fees budget; however, amending the budget by \$5,000 (2015 Legal Fees budget will total \$85,000) might better reflect the District's 2015 Legal Fees.

Mr. Eggmann moved that the District amend the 2015 budget to include the three above changes. Mr. Campbell seconded the motion. The motion to amend the 2015 District budget was approved with all members voting 'Aye'.

Mrs. Cook presented Mr. Eggmann, Mrs. Chadwick and Mrs. Harris with a ZMD Lapel pin, and welcomed them to the Board.

Mrs. Cook stated that the office of Treasurer for the Board needs to be filled for the balance of the term (until December 31, 2015) and asked for nominations from the floor.

Mrs. Chadwick moved that Robert Eggmann be elected as Treasurer until his successor is duly elected. Mr. Campbell seconded the motion.

The motion to approve Mr. Eggmann as Treasurer was approved with all members voting 'Aye'.

Mrs. Cook stated that the office of Assistant Secretary for the Board needs to be filled for the balance of the term (until December 31, 2015) and asked for nominations from the floor.

Mr. Campbell moved that Michelle Harris be elected as Assistant Secretary until her successor is duly elected. Mrs. Chadwick seconded the motion.

The motion to approve Mrs. Harris as Assistant Secretary was approved with all members voting 'Aye'.

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

There being no other business, Mr. Eggmann moved that the meeting be adjourned. Mrs. Harris seconded the motion, which was adopted unanimously with all members voting "Aye." The meeting adjourned at 2:15 p.m.

Respectfully submitted,

  
Assistant Secretary

EXHIBIT I

<u>NAME</u>	<u>AFFILIATED ORGANIZATION</u>
Dr. Peter Wyse Jackson	President/Director
Richard Angevine	Vice President, Finance
Rebecca Ingram	Senior Vice President-Human Resources
Nancy Lissant	Administrative Assistant, Controller's Office
Donna McGinnis	Senior Vice President-Community & Development
Cheryl B. Mill	Assistant Controller
Dr. James S. Miller	Senior Vice President-Science & Conservation
Katie O'Sullivan	Public Information Officer
Bob Woodruff	Chief Operating Officer
Marcia Mellitz, Chair	Chair of the Botanical Garden Subdistrict
Lelia Farr	Chair of the Botanical Garden Trustees
Theresa Loveless	Representative from the Botanical Garden
Brian A. Murphy	Representative from the Botanical Garden
Hillary Zimmerman	Representative from the Botanical Garden
John McPheeters	Representative from the Botanical Garden
Adrian Bracy	Representative from the Botanical Garden
Brian A. Murphy	Representative from the Botanical Garden
Martin Schweig	Representative from the Botanical Garden
Pamela Shepard	Representative from the Botanical Garden
Marjorie Weir	Representative from the Botanical Garden
Francis Yueth	Representative from the Botanical Garden
Hillary Zimmerman	Representative from the Botanical Garden
Catherine Berges	Representative from the Botanical Garden
Daniel Burkhardt	Representative from the Botanical Garden
William Bush	Representative from the Botanical Garden
Bert Condie III	Representative from the Botanical Garden
Thomas George	Representative from the Botanical Garden
Edward Higgins	Representative from the Botanical Garden
David Hollo	Representative from the Botanical Garden
Benjamin Hulsey	Representative from the Botanical Garden
Charles Kopman	Representative from the Botanical Garden
Carolyn Losos	Representative from the Botanical Garden
Fred Pestello	Representative from the Botanical Garden
Cynthia Peters	Representative from the Botanical Garden
John Bley	Accountant for the Botanical Garden Subdistrict
Kathryn Giddings	Legal Counsel for the Botanical Garden Subdistrict
Dr. Eric Miller	Vice President Zoo Operations
Matthew Hathaway	Director of Communications, St. Louis Art Museum
Everette Dietel	Director of Communications, Missouri History Museum
Laura Taylor	Managing Director Finance, St. Louis Science Center
Tom Curran	St. Louis County Director of Intergovernmental Affairs
Sable Campbell	Director of Diversity, City of St. Louis
Kurt Greenbaum	Greentree Media
J. Patrick Dougherty	Employee, Metropolitan Zoological Park and Museum District
Sharon L. Wilcutt	Employee, Metropolitan Zoological Park and Museum District
LaQuana S. Dilworth	Employee, Metropolitan Zoological Park and Museum District
Michael A. Chivell	Armstrong Teasdale LLP, District's Legal Counsel

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: May 28, 2015

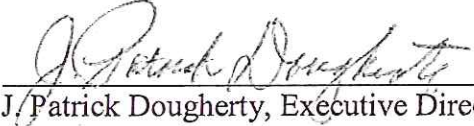
Time: 12:00 P.M.

Place: Missouri Botanical Garden  
Spink Pavilion  
2101 Tower Grove Avenue  
St. Louis, MO 63110

Agenda:

1. Missouri Botanical Garden 2014 Financial Statements and 2015 Budget.
2. Discussion of the information contained within the Botanical Garden Subdistrict and Missouri Botanical Garden joint budget presentation
3. Possible revisions to the District's 2015 administrative budget.
4. Update the status District Code of Ethics.
5. Update the status of Report to the Community.
6. Election of ZMD Board Treasurer and Assistant Secretary
7. Report from the Executive Director concerning District Matters.
8. 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


  
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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 in a prominent place easily accessible to the public at the Missouri Botanical Garden and 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
- 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 28th day of May 2015

  
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J. Patrick Dougherty, Executive Director