

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

St. Louis, Missouri
September 28, 2015

A regular meeting of the Board of Directors of the Metropolitan Zoological Park and Museum District was held at 7733 Forsyth Blvd., 2nd Floor Conference Room B, on Monday September 28, 2015 at noon. The primary purpose of the meeting was to set the 2015 Subdistrict tax rates.

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:

Thomas J. Campbell	Thelma Cook
Charles E. Valier	Chris Chadwick
Robert Eggmann	

Robert Lowery, Sr., Michelle Harris and Darnetta Clinkscale were absent. Persons attending included: Tom Curran, St. Louis County Director of Intergovernmental Affairs; Sable Campbell-Jones, Deputy Chief of staff to Mayor Slay; Stephen Barth, CFO & Vice President, Saint Louis Zoo; Willis Arnold, St. Louis Public Radio; Matthew Hathaway, Director of Communications; Saint Louis Art Museum; Katie O'Sullivan, Public Information Officer; Missouri Botanical Garden and citizen, Ben Uchitelle. Other persons attending the meeting included Mike Chivell from Armstrong Teasdale LLP, the District's legal counsel; and District employees: J. Patrick Dougherty, Sharon L. Wilcutt and LaQuana S. Dilworth.

The chair called for public comments. Mr. Uchitelle, a public citizen, addressed the meeting and discussed information contained within his paper titled 'A Time to Change' advocating the ZMD Subdistricts be granted the right to charge admission fees to non St. Louis City/County residents. Mr. Uchitelle proposed that the Board consider a full discussion on the subject. It was suggested that all five of the Subdistricts be notified and invited to participate in the full Board discussion at a future meeting. A discussion ensued.

Public Hearing – Mrs. Cook opened the public hearing regarding the proposed 2015 Subdistrict tax rates. She stated that A **Notice of Public Hearing** was published in the Daily Record (City) and St. Louis Countian (County) on September 21, 2015. In addition, the **Notice of Public Hearing**, a copy of which is attached hereto and made a part hereof, was posted at the District's office, City Hall in St. Louis, Missouri and the St. Louis County Government Center. The Notice of Public Hearing was also available on the District's website, www.mzdsl.org. The proposed rates, calculated according to guidelines and forms issued by the Missouri State Auditor, are as follows:

Real Estate, <u>Personal and Other Property</u>	
Art Museum Subdistrict	\$0.0793
Botanical Garden Subdistrict	\$0.0397
Missouri History Museum Subdistrict	\$0.0397
St. Louis Science Center Subdistrict	\$0.0397
Zoological Park Subdistrict	\$0.0793

on each \$100 of assessed valuation of taxable property in the City and County of St. Louis.

Tax Rates for 2015 – The Chair asked the Board to consider setting the proposed 2015 tax rates. The rates are based on the 2015 post-Board of Equalization property assessments.

Mr. Campbell moved that based on the Art Museum Subdistrict's needs as reflected in budgets submitted in the summer of 2015 and reviewed by the District Board, the 2015 tax rate for the Art Museum Subdistrict be set as indicated in the proposed Resolution of the Metropolitan Zoological Park and Museum District setting Tax Assessments ("Tax Resolution"), a copy of which is attached hereto and made a part hereof:

Art Museum Subdistrict	- 7.93 cents on each \$100 of assessed valuation of taxable property in the District
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Mr. Eggmann seconded the motion.

Mr. Valier asked for clarification on the computations for the tax rates for each of the five institutions.

Mr. Dougherty informed the Board that the computed 2015 Subdistrict tax rates were reviewed by personnel within the Tax Section of the Missouri State Auditor's Office, without revision. Mr. Dougherty explained that .8% in CPI will provide an increase in the gross revenues for each institution. A discussion ensued.

Mr. Uchitelle questioned if the maximum rate possible was given to each institution for 2015, and if the 2015 revenues will be higher than the revenues received in 2014?

Mr. Dougherty explained the proposed rates. He then walked the audience through an example. He discussed how the Saint Louis Zoo received gross revenue in 2014 of \$20,500,000.00, but its 2015 estimated gross revenue would be approximately \$20,700,000.00. The District expects to recognize .08 percent increase in overall revenue.

Following discussion, the motion passed with Mr. Eggmann, Mrs. Cook, Mr. Valier, Mr. Campbell and Mrs. Chadwick voting 'Aye'.

Mr. Campbell moved that based on the Botanical Garden Subdistrict's needs as reflected in budgets submitted in the summer of 2015 and reviewed by the District Board, the 2015 tax rate for the Botanical Garden Subdistrict be set as indicated in the proposed Tax Resolution:

Botanical Garden Subdistrict	- 3.97 cents on each \$100 of assessed valuation of taxable property in the District
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Mr. Eggmann seconded the motion.

Following discussion, the motion passed with Mr. Eggmann, Mrs. Cook, Mr. Valier, Mr. Campbell and Mrs. Chadwick voting 'Aye'.

Mr. Campbell moved that based on the History Museum Subdistrict's needs as reflected in budgets submitted in the summer of 2015 and reviewed by the District Board, the 2015 tax rate for the History Museum Subdistrict be set as indicated in the proposed Tax Resolution:

History Museum Subdistrict	- 3.97 cents on each \$100 of assessed valuation of taxable property in the District
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Mr. Eggmann seconded the motion.

Following discussion, the motion passed with Mr. Eggmann, Mrs. Cook, Mr. Valier, Mr. Campbell and Mrs. Chadwick voting 'Aye'.

Mr. Campbell moved that based on the Science Center Subdistrict's needs as reflected in budgets submitted in the summer of 2015 and reviewed by the District Board, the 2015 tax rate for the Science Center Subdistrict be set as indicated in the proposed Tax Resolution:

Science Center Subdistrict - 3.97 cents on each \$100 of assessed
valuation of taxable property in the District

Mr. Eggmann seconded the motion.

Following discussion, the motion passed with Mr. Eggmann, Mrs. Cook, Mr. Valier, Mr. Campbell and Mrs. Chadwick voting 'Aye'.

Mr. Campbell moved that based on the Zoological Park Subdistrict's needs as reflected in budgets submitted in the summer of 2015 and reviewed by the District Board, the 2015 tax rate for the Zoological Park Subdistrict be set as indicated in the proposed Tax Resolution:

Zoological Park Subdistrict - 7.93 cents on each \$100 of assessed valuation of
taxable property in the District

Mr. Eggmann seconded the motion.

Following discussion, the motion passed with Mr. Eggmann, Mrs. Cook, Mr. Valier, Mr. Campbell and Mrs. Chadwick voting 'Aye'.

Mr. Campbell moved to adopt the Tax Resolution. Mrs. Chadwick seconded the motion. A discussion ensued.

The motion to adopt the Tax Resolution passed unanimously with Mr. Eggmann, Mrs. Cook, Mr. Valier, Mr. Campbell and Mrs. Chadwick voting 'Aye'.

The Chair called for the approval of the minutes from the regular Board meeting held on August 31, 2015. Mr. Valier had asked that his comments amending EXHIBIT I from the July 14, 2015 minutes be reflected in the minutes.

Mr. Valier further asked that EXHIBIT I from the August 31, 2015 minutes be amended to correct the fact that Mr. John Roberts name appeared twice. Mr. Valier requested that under New Business that the minutes reflect the he amended the Post Budget Meeting letters prior to the approval.

Mr. Eggmann also stated that Mr. Jeremy Colbert was not in attendance at the August 31, 2015 Board Meeting at the History Museum asked that EXHIBIT I be amended to reflect the correction.

Mr. Campbell stated that Mr. Mike Wolff, Dean of St. Louis University Law School was in attendance at the August 31, 2015 Missouri History Museum Meeting, and asked that EXHIBIT I be amended to reflect the correction.

Mrs. Cook suggested that the minutes reflect that the proposed list of attendees be verified by each institution for accuracy. She also suggested that future minutes should provide that it is not all attendees listed on the exhibit, but that a number of people attended the meeting including those specifically mentioned in the exhibit which is attached to the minutes. A discussion ensued.

Mr. Valier moved that the August 31, 2015 minutes be approved as amended. Mrs. Chadwick seconded the motion. The August 31, 2015 minutes were approved pending revisions with all members voting 'Aye'.

Executive Director's Report – Mr. Dougherty reported that, as of September 25, 2015, the balances in the various District controlled bank accounts totaled approximately \$13.5 million and included:

<u>Account for the benefit of:</u>	<u>Amount</u>
Zoological Park Subdistrict	\$ 206,714.67
Art Museum Subdistrict	\$ 3,118,769.64
St. Louis Science Center Subdistrict	\$ 21,348.07
Botanical Garden Subdistrict	\$ 3,082,949.14
Missouri History Museum Subdistrict	\$ 1,919,504.89
District Operating Fund	\$ 5,110,433.46

Mr. Dougherty then presented the District's internal financial statements for the month of August 2015. No discussion resulted.

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

Report of Legal Counsel: Mr. Chivell presented correspondence received from the City of St. Louis Law Department. He received a letter earlier that day signed by Winston E. Calvert, City Counselor and Peter Krane, County Counselor which indicated that both the City and the County Counselors offices have reviewed the proposed Code of Ethics policy. Mr. Calvert and Mr. Krane together reported that the Code of Ethics is consistent with the laws of the State of Missouri, the City of St. Louis and St. Louis County. The correspondence further states that both the City and the County hope that the new policy can be implemented in a manner that continues to reassure taxpayers that the ZMD is operating responsibly. In addition, Mr. Chivell indicated that the District's legal representative, Armstrong Teasdale LLP has approved the final version of the Code of Ethics.

Mr. Valier suggested that the adoption of the Code of Ethics be included on the agenda for the full board meeting scheduled for October 29, 2015.

Mr. Valier asked that each member of the Board voluntarily consider disclosing all of their individual memberships and/or contributions made to the subdistricts. A discussion ensued.

Mr. Chivell suggested that following the approval of the Code of Ethics the Board should consider re-adoption of the Code of Ethics in accordance with Revised Statutes of Missouri, Section 105.485.4 RSMo. He explained that the District needs to do so no later than December 31, 2015.

New Business: Mr. Dougherty addressed the timing of distributions of the District's 'excess administrative revenues' to the Subdistricts. A discussion ensued.

Mr. Campbell moved that the 2014 'excess administrative revenue' in the amount of \$3,369,454 be distributed to the Subdistricts following the completion of the yearly District Audit and following the completion of the individual Subdistrict budget meetings. The resulting distribution should be as follows:

<u>Subdistrict</u>	<u>Subdistrict Tax Receipts as a Percentage of the Total (Distribution Factor)</u>	<u>Resulting Distribution</u>
Zoological Park Subdistrict	28.602065%	\$ 963,733.43
Art Museum Subdistrict	28.602065%	963,733.43
Science Center Subdistrict	14.265290%	480,662.38
Botanical Garden Subdistrict	14.265290%	480,662.38
Missouri History Museum Subdistrict	14.265290%	480,662.38
Total 2014 ZMD distributable excess administrative revenue		<u>\$ 3,369,454.00</u>

Mrs. Chadwick seconded the motion. A discussion ensued.

The motion to distribute the 'excess administrative revenues' to the Subdistricts following the completion of the District Audit and following the completion of the individual Subdistrict budget meetings was approved with all members voting 'Aye'.

Mrs. Cook presented for review the Missouri History Museum post budget meeting letter. A discussion ensued.

Mr. Eggmann moved to approve the post budget meeting letter to the Missouri History Museum. Mr. Valier seconded the motion. The motion to approve the letter was approved with all members voting "Aye".


The Chair asked for any public comments from those in attendance.

Ms. Sable-Campbell, Deputy Chief of staff to Mayor Slay commended the Board on all of the hard-work that it has accomplished this year for the benefit of St. Louis.

There being no other business of the District, Mr. Eggmann moved that the meeting be adjourned. Mr. Campbell seconded the motion which was adopted unanimously with all members voting "Aye."

The meeting adjourned at 12:58 p.m.

Respectfully submitted,


Assistant Secretary

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 28, 2015

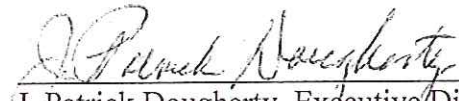
Time: 12:00 P.M.

Place: Pierre Laclède Center
7733 Forsyth Boulevard
2nd Floor – Conference Room B
St. Louis, MO 63105

Agenda:

1. Discussion and approval of the 2015 Subdistrict Tax Rates.
2. Committee Reports.
3. Discussion of Distribution of Excess Administrative Fees.
4. Report from the Executive Director concerning District Matters.
5. Old Business and such other business that comes before the District.
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



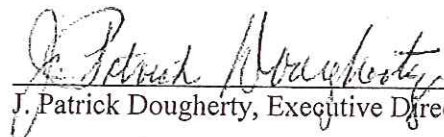
J. Patrick Dougherty, Executive Director

C E R T I F I C A T E

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 Pierre Laclede Center Building, 7733 Forsyth Boulevard, Suite 550, and Conference Room B 2nd Floor in Clayton, Missouri, 63105; St. Louis City Hall; St. Louis County Government Center 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
- Dustin Deschamp
- Matthew W. Geekie
- Adrienne D. Davis
- Donna Wilkinson
- Lelia J. Farr
- Harry Rich
- Benjamin C. Washington
- Gloria Wessels
- Katie O'Sullivan

Signed this 28th day of September 2015



J. Patrick Dougherty, Executive Director