

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

St. Louis, Missouri
April 5, 2016

A regular meeting of the Board of Directors of the Metropolitan Zoological Park and Museum District (the "District") was held at The Pierre Laclede Center, 2nd Floor – Conference Room A, at 12:00 p.m. on Tuesday April 5, 2016. The primary purpose of the meeting was to review and approve the 2016 Preliminary Non-Binding tax rates.

Tom Campbell, Chair of the Metropolitan Zoological Park and Museum District ("District"), called the meeting to order. Upon roll call, the following Board members were present:

Christine A. Chadwick	Darnetta Clinkscale
Thomas C. Mummert	Thomas J. Campbell
Robert E. Eggmann	Michelle Harris
Robert G. Lowery, via phone	

The Chair called for public comments. There being no comments, the Chair then moved forward with the meeting agenda.

Mr. Campbell reviewed information contained within the January 26, 2016 minutes and reminded the Board that the district's accounting firm Kerber, Eck & Braeckel, LLC (KEB) presented a report on the agreed-upon procedures from the Missouri Botanical Garden. Mr. Campbell clarified that a discussion on the next phase of likely analysis for the five Subdistrict's took place. He stressed that the ZMD Board did not vote or decide on any specific course of action at the January 26, 2016 meeting.

Approval of Minutes – The Chair called for the approval of the Minutes from the January 26, 2016 regular Board meeting. Mr. Eggmann moved that the minutes be approved and Ms. Chadwick seconded the motion. Upon a motion duly made, the January 26, 2016 minutes were approved with all members voting 'aye'.

Mr. Campbell asked that Mr. Uchitelle, a public citizen, address the Board and discuss information contained within his paper titled 'A Time to Change' ('A Time for Fairness') advocating the ZMD Subdistricts be granted the right to charge admission fees to non-St. Louis City/County residents. Mr. Uchitelle presented a variety of options to achieve this goal. A discussion ensued.

Ms. Harris proposed that the Board consider revisiting this issue periodically to continue to assist the Subdistricts with long term sustainability.

Mr. Campbell reported that the District is required to submit Preliminary Tax non-binding tax rates to the City and County of St. Louis. Property tax revenues are based on two factors: assessed values of property and tax rates. Mr. Dougherty offered an explanation of how the 2016 preliminary tax rates were prepared.

A motion was made by Ms. Chadwick to set the 2016 preliminary non-binding tax rate for the Art Museum Subdistrict be set as indicated in the Tax Resolution:

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

Following a roll call vote, the motion was unanimously approved with all members voting 'aye'.

A motion was made by Ms. Chadwick to set the 2016 preliminary non-binding tax rate for the Botanical Garden Subdistrict be set as indicated in the 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. Mummert seconded the motion.

Following a roll call vote, the motion was unanimously approved with all members voting 'aye'

A motion was made by Ms. Chadwick to set the 2016 preliminary non-binding tax rate for the History Museum Subdistrict be set as indicated in the Tax Resolution:

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

Following a roll call vote, the motion was unanimously approved with all members voting 'aye'

A motion was made by Ms. Chadwick to set the 2016 preliminary non-binding tax rate for the Science Center Subdistrict be set as indicated in the Tax Resolution:

Science Center Subdistrict	- 3.97 cents on each \$100 of assessed valuation of taxable property in the District
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Ms. Clinkscale seconded the motion.

Following a roll call vote, the motion was unanimously approved with all members voting 'aye'

A motion was made by Ms. Chadwick to set the 2016 preliminary non-binding tax rate for the Zoological Park Subdistrict be set as indicated in the Tax Resolution:

Zoological Park Subdistrict	- 7.93 cents on each \$100 of assessed valuation of taxable property in the District
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Ms. Clinkscale seconded the motion.

Following a roll call vote, the motion was unanimously approved with all members voting 'aye'

Mr. Campbell reviewed a 'Resolution of the Metropolitan Zoological Park and Museum District Board Setting Preliminary Tax Rates for 2016 Assessments', a copy of which is attached hereto as Exhibit I and made a part hereof.

Executive Director's Report: Mr. Dougherty presented a Banking Resolution (Organizational Certification and Directive) approving new signature cards for Central Bank of St. Louis for the District bank accounts. Ms. Chadwick made a motion to designate Central Bank of St. Louis as the depository for the District; and that the District authorizes in accordance with the Organizational Certification and Directive the Central Bank of St. Louis Resolution approving the signature cards for the District bank accounts. Ms. Harris seconded the motion. The motion to adopt the Central Bank of St. Louis Resolution, which is attached

hereto as Exhibit II and made a part hereof, upon a roll call vote the resolution was unanimously approved with all members voting "aye".

Mr. Dougherty reported that as of April 5, 2016 the balances in the District controlled bank accounts approximated \$28.2 million and included:

<u>Account for the benefit of:</u>	<u>Amount</u>
Zoological Park Subdistrict	\$ 9,767.21
Art Museum Subdistrict	\$ 9,335,165.41
St. Louis Science Center Subdistrict	\$ 1,972,525.66
Botanical Garden Subdistrict	\$ 6,505,358.69
Missouri History Museum Subdistrict	\$ 5,500,335.03
District Operating Fund	\$ 4,790,668.63

Finance/Audit Committee Report: Mr. Eggmann reported that the Audit Committee met on Thursday March 31, 2016 and voted to accept the 2015 Financial Statements and recommend that the Statements be submitted to the Mayor of the City and the County Executive in accordance with Section 184.380 R.S.Mo. The full board is scheduled to review and accept the 2015 Financial Statements and subsequent reports on May 24, 2016.

Mr. Eggmann then addressed the committee with comments on the agreed-upon procedures internal control evaluation. Mr. Eggmann stressed that the ZMD has not made any decisions at this time, and in addition no action has been taken with regards to the next phase of likely analysis for the five Subdistrict's. He further stated that for the last five years an agreed-upon procedure has been conducted at each of the five Subdistrict's; with one Subdistrict being the focus of the review each year. A discussion ensued.

Mr. Eggmann presented the following memo for consideration which is attached hereto as Exhibit III.

A discussion ensued.

Mr. Eggmann recommended that the Audit Committee begin a discussion to engage KEB. The scope of the engagement would include a review of Fraud and Data Protection; The RFP Process; Compensation of Executives and Rules of Ethics.. The engagement would be for the 2016 agreed-upon procedures internal control evaluation at each of the five Subdistricts.

Ms. Harris queried the possibility of beginning the series of general agreed-upon procedures starting with the Science Center immediately following the 2016 agreed-upon procedures internal control evaluations. A discussion ensued.

Mr. Eggmann moved that the District engage KEB to conduct the 2016 agreed-upon procedures internal control evaluations. Ms. Harris seconded the motion. Upon a roll call vote, the motion to retain KEB for the purpose of the 2016 agreed-upon procedures internal control evaluations at each of the five Subdistricts was unanimously approved with all members voting 'aye'.

Mr. Eggmann then moved that in addition to the 2016 agreed-upon procedures internal control evaluation that the District continue with the general agreed-upon procedures at each of the Subdistricts, which have been conducted sequentially for the last five years. Ms. Harris seconded the motion. A discussion ensued. Mr. Eggmann withdrew his motion.

Mr. Eggmann revised his motion and moved that the ZMD continue with the general agreed-upon procedures review that has been conducted for the past five years at each of the five institutions. The sequence of institutions will be determined at a later date and the starting date will be determined based upon the results of the 2016 agreed-upon procedures internal control evaluations. Ms. Harris seconded the motion. Upon a roll call vote, the motion was unanimously approved with all members voting 'aye'.

Report of Legal Counsel: No report at this time.

Old Business: No new business.

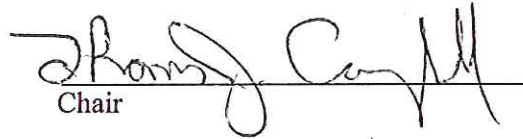
New Business: Mr. Campbell presented a calendar of the 2016 board meetings. Mr. Campbell requested that Board members review their 2017 calendars for any possible conflicts.

Mr. Campbell asked for any public comments from those in attendance.

There being no further business of the Board, Mr. Eggmann moved that the meeting be adjourned. Ms. Clinkscale seconded the motion which was unanimously approved with all members voting 'aye'.

The meeting adjourned at 1:05 p.m.

Respectfully submitted,

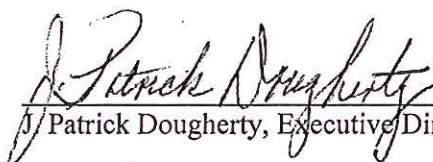

Chair

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 Pierre Laclède Center Building, 7733 Forsyth Boulevard, Suite 550, and Conference Room A 2nd Floor in Clayton, Missouri, 63105; In addition the Public Notice is posted 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
- Pat Westhoff
- Nancy Fowler
- Eric Miller
- Marcia B. Mellitz
- Alex Heuer
- Jerald L. Kent
- Barbara B. Taylor
- Michael F. Neiforff
- Diane Torioian Keaggy
- Deborah Peterson
- Elise Glickert
- Susan Hegger
- Charlene Prost
- Everett Dietle
- John R. Musgrave
- Adrienne D. Davis
- Matthew W. Geekie
- Erin M. Nolan
- Odester Saunders
- Tonya Sinkovits
- Tom Curran
- Matthew Hathaway
- Rachel Lippmann
- St. Louis Public Radio
- Barb Boyle
- Dustin Deschamp
- Donna Wilkerson
- Harry Rich
- Benjamin C. Washington
- Gloria Wessels
- Willis Arnold
- Ben Uchitelle
- Robert Powell
- Jeffery Bonner
- Brent Benjamin
- Bert Vescolani
- Peter Wyse Jackson
- Francis Levine
- Laura Taylor
- Katie O'Sullivan
- Lelia J. Farr
- Richard Jensen

Signed this 5th day of April 2016


J. Patrick Dougherty, Executive Director

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 5, 2016

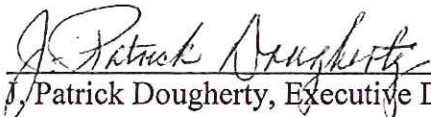
Time: 12:00 P.M.

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

Agenda:

1. Public Comments.
2. Review and vote to approve the minutes from the regular Board meeting and closed session held on October 29, 2015
3. Presentation regarding admission policies of the Subdistricts.
4. Review, discuss and vote to approve the setting of the 2016 Preliminary Non-Binding Tax Rates.
5. Review, discuss and vote to approve a resolution amending the signature cards for the Central Bank of St. Louis.
6. Committee Reports.
7. Report from the Executive Director concerning District Matters.
8. Old Business and such other business that comes before the District.
9. Public Comments.
10. 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 Office, 7733 Forsyth Blvd., Suite 550, Clayton, Missouri 63105, (314) 862-4222.



J. Patrick Dougherty, Executive Director

Mission Statement

The Mission of the Zoo Museum District is to represent the taxpayers of the District in the careful oversight of the financial affairs of the Subdistricts: Missouri Botanical Garden; Missouri History Museum; Saint Louis Art Museum; Saint Louis Science Center; and Saint Louis Zoo.