

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

St. Louis, Missouri
October 29, 2015

A regular meeting of the Board of Directors of the Metropolitan Zoological Park and Museum District ("District") was held at 7733 Forsyth Blvd., Suite 550 on Wednesday April 22, 2015 at noon. The primary purpose of the meeting was to discuss and approve the District's new Code of Ethics.

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 Cook	Robert G. Eggmann
Charles E. Valier	Thomas J. Campbell
Michelle Harris	Christine Chadwick
Robert Lowery, Sr. via phone	Darnetta Clinkscale

Persons attending included: Eric Miller, Vice President, Zoo Operations; Matthew Hathaway, Director of Communications at the Missouri History Museum; Katie O'Sullivan, Public Information Officer, Missouri Botanical Garden; Sable Campbell, Deputy Chief of Staff to Mayor Slay; Willis Arnold, St. Louis Public Radio; Laura Taylor, Managing Director Finance, St. Louis Science Center; and Marcia Mellitz, Chair of the Botanical Garden Subdistrict.

Other persons attending the meeting included: Mike Chivell from Armstrong Teasdale LLP, the District's legal counsel; District employees J. Patrick Dougherty, Sharon L. Wilcutt and LaQuana S. Dilworth.

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 of September 28, 2015. Mrs. Chadwick moved that the minutes be approved. Mrs. Harris seconded the motion. Upon a motion duly made, Minutes of the Board Meeting of September 28, 2015 were approved with all members voting 'Aye'.

Executive Director's Report: Mr. Dougherty reported that as of October 28, 2015 the balances in the District controlled bank accounts approximated \$8.8 million and included:

<u>Account for the benefit of:</u>	<u>Amount</u>
Zoological Park Subdistrict	\$ 13,193.16
Art Museum Subdistrict	\$ 3,242,011.46
St. Louis Science Center Subdistrict	\$ 512,191.36
Botanical Garden Subdistrict	\$ 2,799,666.91
Missouri History Museum Subdistrict	\$ 601,489.96
District Operating Fund	\$ 1,694,314.34

Mr. Dougherty then presented the District's internal financial statements for the month of September 2015. A discussion ensued.

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

Old Business: Mrs. Cook then presented the Draft of the Code of Ethics dated 5-6-15 for discussion, a copy of which is attached hereto as EXHIBIT I and made a part hereof (the "Code of Ethics").

Following discussion, Mr. Valier moved that the Board adopt the Code of Ethics effective October 29, 2015. Mrs. Chadwick seconded the motion. The motion to approve the Code of Ethics was approved unanimously with all members voting 'Aye'.

In accordance with Revised Statutes of Missouri a copy of the Code of Ethics will be forwarded to the Missouri Ethics Commission within 10 (ten) days of its adoption.

Mrs. Cook stated that a copy of the Code of Ethics will be forwarded to the five Subdistricts.

Report of Legal Counsel: Mr. Chivell presented a proposed *Resolution of the Metropolitan Zoological Park and Museum District Board Confirming Adoption of Ethics Policy*. He explained that in order to comply with Section 105.485 RSMo. the District is required to biannually confirm that its Code of Ethics establishes and makes public its method of disclosing conflicts of interests and substantial interests and notify the Missouri Ethics Commission of such action. Adopting the Resolution and filing it with the Missouri Ethics Commission will fulfill this requirement. A copy of the Resolution is attached hereto as EXHIBIT II and made a part hereof. A discussion ensued.

Mr. Valier moved that the *Resolution of the Metropolitan Zoological Park and Museum District Board Confirming Adoption of Ethics Policy* be approved. Mrs. Harris seconded the motion. The motion to approve the *Resolution of the Metropolitan Zoological Park and Museum District Board Confirming Adoption of Ethics Policy* was approved unanimously with all members voting 'Aye'.

Mr. Lowery left the meeting.

New Business: Mr. Dougherty presented the District's preliminary 2016 administrative budget. The presentation included an examination of the elements of the District's 2015 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 2016 administrative budget. He then responded to questions and comments from members of the Board. A discussion ensued.

Mrs. Chadwick moved that the 2016 budget include \$15,000 for a scaled back version of the current Annual Report. Mr. Valier seconded the motion. The motion to approve a budget amount of \$15,000 for a 2016 Annual Report was approved with all members voting 'Aye'.

Mr. Campbell moved that the 2016 budget include \$20,000 for future Board Training and to subscribe to and/or purchase Statistical Data that would provide "standards" for museums and zoos. Mrs. Clinkscale seconded the motion. The motion to approve a budget amount of \$20,000 for such expenditures was approved with all members voting "Aye".

Mrs. Cook requested that information pertaining to matters raised by the St. Louis Board of Alderman Parks and Environmental Matters Report be forwarded to all new Board Members.

The Chair asked for any public comments from those in attendance. There were none.

Mrs. Cook then asked for a motion to close the meeting to discuss personnel matters as provided under Section 610 of the Revised Statutes of Missouri. Mr. Campbell moved to close the meeting pursuant to RSMo. § 610.021 (3) and (13) to discuss personnel matters. Mr. Eggmann seconded the motion. A roll call vote to approve the motion was taken:

Thelma Cook – voted “Yes”	Charles Valier – voted “Yes”
Michelle Harris – voted “Yes”	Christine Chadwick – voted “Yes”
Robert Eggmann – vote “Yes”	Darnetta Clinkscale – voted “Yes”
Tom Campbell – voted “Yes”	

The closed session was adjourned and the regular meeting was then reopened to the public at 2:16 p.m.

Minutes from the closed session will be prepared by Mr. Chivell and filed at the office of Armstrong Teasdale LLP.

There being no further business of the Board, Mr. Valier moved that the meeting be adjourned. Mr. Eggmann seconded the motion which was unanimously approved.

The meeting adjourned at 2:20 p.m.

Respectfully submitted,

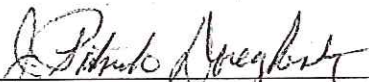

Secretary

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
- Marcia Mellitz

Signed this 29th day of October 2015



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: October 29, 2015


Time: 12:00 P.M.

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

Agenda:

1. Vote regarding the Approval of the Draft Code of Ethics.
2. Discussion and Approval of the 2016 District Administrative Budget.
3. Committee Reports.
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 Office, 7733 Forsyth Blvd., Suite 550, Clayton, Missouri 63105, (314) 862-4222.



J. Patrick Dougherty, Executive Director

**CODE OF ETHICS FOR THE METROPOLITAN
ZOOLOGICAL PARK AND MUSEUM DISTRICT**

Article I

Declaration of Policy

The proper operation of government requires that public officials and employees be independent, impartial and responsible to the people. Decisions and policy of a governmental entity must be made in the public interest independent of personal financial interests and/or personal gain. The public must have confidence in the integrity of its government. In furtherance of these principles, Board Members (as defined hereinafter) and employees of the Metropolitan Zoological Park and Museum District ("District") shall avoid conflicts of interest, and the appearance of conflicts of interest, by adhering to this Code of Ethics ("Code of Ethics"). Likewise, Commissioners (as defined hereinafter) and employees of the Subdistricts (as hereafter defined) and Trustees, Directors and employees of the Subdistricts' Related Nonprofits (as defined hereinafter) shall also avoid conflicts of interest and the appearance of conflicts of interest. Board Members, Commissioners and Trustees, and also employees of the District, Subdistricts and Related Nonprofits, at all times must seek to avoid even the appearance of impropriety. Thus, the selection of suppliers, consultants and others who supply goods and services to the District, Subdistricts or Related Nonprofits, must be based solely on appropriate considerations such as qualifications, competitive price and reputation, and not on personal gain or personal or familiar relationships.

Article II

Governing Law and Standards

In all aspects of their operations, the standards of conduct applicable to Board Members of the District and Commissioners of the Subdistricts shall be commensurate with the standards of care, loyalty and full disclosure applicable to a fiduciary or trustee who is responsible for acting in good faith in the handling of the property or the funds of others. Such conduct shall be judged on the basis of appropriate legal and ethical standards and applicable laws including any organizational code of ethics.

Article III

Definitions

As used in this Code of Ethics, the following terms shall have the meanings indicated:

“Affiliated Business” – A private organization, corporation, trust or foundation in which a Board Member, a District employee, a Commissioner, or a Subdistrict employee, or any of their spouses, holds an Interest, and any organization that is a parent entity, subsidiary, commonly controlled, supporting organization, or supported organization of such private organization, corporation, trust or foundation. The term does not include the Related Nonprofits, as hereinafter defined.

“Board” – The governing body of the District or a Subdistrict.

“Board Member” – An individual appointed to the Board of the District pursuant to applicable law.

“Business Transaction” – Business transactions wherein Compensation is to be exchanged including, but not limited to, employment and contracts of sale, lease, license, and performance of services. The term shall include overt steps taken to secure any such business transaction, and shall not include contracts for the sale of electricity, natural gas, water or sewer services by a public utility to the District, a Subdistrict or a Related Nonprofit.

“Commissioner” – An individual appointed to the Board of a Subdistrict pursuant to applicable law.

“Compensation” – Wages, commissions, fringe benefits, royalties, honoraria, fees, and any and all other direct or indirect remuneration, including gifts, favors or other things of value that are substantial in nature.

“Conflict of Interest” – Any Business Transaction that contemplates the payment of Compensation by the District, a Subdistrict or a Related Nonprofit, in the aggregate within a calendar year, reasonably valued at \$200.00 or more; provided, however, that refreshments and meals provided at Board or Trustee meetings and other incidental items of nominal value (such as passes to Subdistrict exhibits or programs) will not be taken into account for purposes of this definition.

“Interest” – Direct or indirect ownership interest of ten percent (10%) or more of all outstanding equity, other pecuniary interest that reasonably can be valued at ten thousand dollars (\$10,000) or more, or employment the remuneration for which reasonably can be valued at five thousand dollars (\$5,000) or more. However, serving as an uncompensated member or officer or director of a governing board of an organization does not constitute an Interest in that organization.

“Professional Service Providers” – An individual, sole proprietor, partnership, company or limited liability company that provides legal or accounting/audit services to the District.

“Related Nonprofit” - The Missouri Historical Society, a Missouri benevolent corporation, which is associated with the History Museum Subdistrict; and the Missouri Botanical Garden, a perpetual not-for-profit trust established in 1889 by Henry Shaw and authorized by the General Assembly of the State of Missouri, which is associated with the Botanical Garden Subdistrict; or any other similar nonprofit organization that functionally has as its primary purpose the support of an affiliated Subdistrict and that receives, through contract or otherwise, revenue from that associated Subdistrict.

“Subdistrict” – One of the cultural institutions, formed pursuant to Chapter 184 of the Revised Statutes of Missouri, that receives tax revenue from the District.

“Trustee” – An individual serving in the capacity of a member of the Board of Trustees, Board of Directors or other governing body of a Related Nonprofit.

Article IV

Avoidance of Conflicts of Interest

In order to avoid Conflicts of Interest, and the appearance of a Conflict of Interest, Board Members, District employees and District Professional Service Providers must be sensitive to certain circumstances in which a perceived or actual Conflict of Interest may exist. Accordingly, the involvement of Board Members or District employees or District Professional Service Providers in the following types of matters that constitute Conflicts of Interest, or potential Conflicts of Interest, will require disclosure in accordance with the procedures outlined hereinafter:

1. A Business Transaction between the District and (a) a Board Member, (b) a District employee, (c) any Affiliated Business of a Board Member or District employee, or (d) a District Professional Service Provider; provided, however, that this category shall not

include the terms and conditions of the Board Member's service on the Board, the employment relationship between the District and a District employee or Professional Service Provider's ordinary scope of professional services for the District (meaning legal services by District counsel and accounting/audit services by the District's CPAs).

2. A Business Transaction between a Subdistrict or a Related Nonprofit and (a) a Board Member, (b) a District employee, (c) any Affiliated Business of a Board Member or District employee, or (d) a District Professional Service Provider; provided, however, that this category shall not include the terms and conditions of the Board Member's service on the Board, the employment relationship between the District and a District employee or a Professional Service Provider's ordinary scope of professional services for the District (meaning legal services by District counsel and accounting/audit services by the District's CPAs).
3. An engagement by a third party of (a) a Board Member, (b) a District employee, (c) any Affiliated Business of a Board Member or District employee, or (d) a District Professional Service Provider to assist the third party in obtaining a Business Transaction with the District, a Subdistrict or a Related Nonprofit.
4. Simultaneous service as a Board Member and either a Commissioner or a Trustee.
5. Service as a Commissioner or Trustee by a District employee or a spouse of a Board Member.

Board Members, District employees and District Professional Service Providers shall: avoid any actual or apparent Conflicts of Interest; maintain the highest ethical standards; and promptly disclose any potential Conflicts of Interest, in writing, to the Executive Director and Board Chairperson of the

District. In like fashion, Commissioners of a Subdistrict and Trustees of the Subdistrict's Related Nonprofit shall avoid any actual or apparent Conflicts of Interest relative to the Subdistrict; shall maintain the highest ethical standards; and promptly shall disclose any potential Conflicts of Interest relative to the Subdistrict, in writing, to the Executive Director and Board Chairperson of the Subdistrict.

In order for an individual to violate the Code(s) of Ethics contemplated hereunder, the individual must have actual knowledge of the circumstances from which an alleged violation arises.

Article V

Disclosure and Recusal by Board Members

- a. At such time that a Board Member has knowledge of a potential or an actual Conflict of Interest, that person shall immediately contact the District Executive Director and the Board Chairperson and disclose all information that would be materially pertinent to assessing whether a Conflict of Interest exists. The Executive Director shall inform the District Board and thereafter shall (a) conduct an independent investigation of the facts surrounding the Conflict of Interest (and, in the Executive Director and Board Chairperson's discretion, involve the District's legal counsel in the investigation), and (b) place on the agenda for the next regularly scheduled District Board meeting the Executive Director's report to the Board of all findings of the investigation. At such meeting, the Board will instruct the Executive Director whether to report the actual or potential Conflict of Interest to the jurisdiction that appointed the Board Member involved with the actual or potential Conflict of Interest.

- b. Once a potential or actual Conflict of Interest is known to exist, the Board Member involved will promptly withdraw from all discussions (other than to resolve the Conflict of Interest) and actions by the Board involving the facts underlying the potential or actual Conflict of Interest (or, to the extent the Conflict of Interest involves a Subdistrict or the Related Nonprofit that is associated with the Subdistrict, from all discussions - other than to resolve the Conflict of Interest - and actions by the Board regarding that Subdistrict and the Related Nonprofit associated with it). Once the Conflict of Interest no longer exists, the foregoing restrictions on the Board Member's participation will cease.

Article VI

Financial Disclosures

All Board Members and District Employees, and all Commissioners, Trustees and Subdistrict employees annually shall disclose and file all financial disclosures required of them by the laws, regulations or ordinances of the State of Missouri, including without limitation Section 105.450 – 105.498 of the Revised Statutes of Missouri, St. Louis County and the City of St. Louis.

Each Board Member, within thirty (30) days after appointment to the District, and annually thereafter by January 31, shall file a statement with the Executive Director setting forth the following information:

1. The name and address of the Board Member.
2. The name and address of each employer from whom the Board Member, that person's spouse or dependent children received \$10,000.00 or more in the preceding calendar year.
3. Every sole proprietorship owned by the Board Member, that person's spouse or dependent children.

4. Each general partnership and joint venture in which the Board Member, that person's spouse or dependent children have a ten percent (10%) or greater ownership interest or share in the profits of such entity.
5. The name(s) of any closely held corporation, limited liability company or limited partnership in which the Board Member, that person's spouse or dependent children have a ten percent (10%) or greater ownership interest or share in the profits of such entity.
6. The name(s) of and address of any publicly traded corporation or limited partnership in which the Board Member, that person's spouse or dependent children have a two percent (2%) interest in any class of stock, units or other outstanding equity interest.
7. The name and address of any corporation (for profit or non-profit) or limited liability company in which the Board Member, that person's spouse or dependent children serve in the capacity of director or officer.

The Executive Director of the District also shall disclose within thirty (30) days after commencement of employment, and thereafter annually by January 31, the following information:

1. The name and address of each of the employers of the Executive Director from whom income of one thousand dollars (\$1,000) or more was received during the year covered by the statement.
2. The name and address of each sole proprietorship that the Executive Director owned; the name, address and the general nature of the business conducted of each general partnership and joint venture in which the Executive Director was a partner or participant; the name and address of each partner or co-participant for each partnership or joint venture unless such names and addresses are filed by the

partnership or joint venture with the Missouri Secretary of State; the name, address and general nature of the business conducted of any closely held corporation or limited partnership in which the Executive Director owned ten percent (10%) or more of any class of the outstanding stock or limited partnership units; and the name of any publicly traded corporation or limited partnership that is listed on a regulated stock exchange or automated quotation system in which the Executive Director owned two percent (2%) or more of any class of outstanding stock, limited partnership units or other equity interests.

3. The name and address of each corporation for which the Executive Director served in the capacity of a director, officer or receiver.

All of the above-described disclosures shall be maintained at the District's offices and shall be available for public inspection pursuant to applicable law.

Article VII

Subdistrict Ethical Standards of Conduct

In all aspects of their operations, the standards of conduct applicable to the Commissioners of the Subdistricts shall be commensurate with the standards of care, loyalty and full disclosure applicable to a fiduciary or trustee who is responsible for acting in good faith in the handling of the property or the funds of others, in this case the taxpayers of the District. Such conduct shall be judged on the basis of appropriate legal and ethical standards to insure that the conduct of the Subdistricts' affairs, whether carried on directly or through Related Nonprofits, is consistent with the policy and standards of the District and above reproach.

While it is understood that the powers granted to the District do not authorize any interference with the operations of the Subdistricts, it shall be the policy of the District to take into consideration any violations of the foregoing guidelines by the Subdistricts or Related Nonprofits in the process of (i) reviewing budgets of the Subdistricts; (ii) annually setting tax rates; or (iii) scheduling elections for increased tax rates as may be requested by a Subdistrict from time to time. The District considers its responsibility for levying taxes and disbursing taxpayers' funds to include the authority to restrict such funds where there are violations of the letter or the spirit of the applicable requirements or standards hereunder.

The District expects each Subdistrict to adopt policies and procedures to implement the policies contemplated in this Code of Ethics. All individual disclosure statements and reports submitted to the Subdistricts or their Boards under such policies and procedures shall be submitted by the Subdistricts to the District and shall be reviewed by the District Executive Director who shall bring all items of concern to the attention of the District Board.

Article VIII

Financing by Subdistricts

Whenever it becomes necessary for a Subdistrict to utilize a third party for the purpose of financing through debt the expansion or development of a facility of the Subdistrict, which facility has been or is expected to be benefited by tax revenue, the District Board shall be given reasonable advance notice by the Subdistrict, in writing, of the proposed transaction and the terms and conditions thereof. If the financing should reasonably require a conveyance or transfer of assets from the Subdistrict to a third party, it shall be expected that such conveyance or transfer shall be of a provisional nature, such that upon completion of the financing of the expansion and

payment of the indebtedness, the new facility shall be returned to the Subdistrict, thereby restoring the ownership of the facility to the Subdistrict.

Article IX

Annual Actions

Each Board Member annually, by January 31, shall sign a conflict statement proscribed by the District and a statement which affirms such person:

- a. Has received a copy of the District Code of Ethics,
- b. Has read and understands the District Code of Ethics,
- c. Has agreed to comply with the District Code of Ethics,
- d. Has agreed to comply with the disclosure and recusal requirements contained in the Code of Ethics,
- e. Has agreed to file all financial disclosures to the extent required of the Board Member by applicable Missouri, City of St. Louis and St. Louis County laws, regulations and ordinances, and
- f. Understands the District is a governmental organization and serves the interest of taxpayers of the City of St. Louis and St. Louis County.

This Code of Ethics will be reviewed by the Board on an annual basis.

ADOPTED: October 29, 2015

**RESOLUTION OF THE METROPOLITAN
ZOOLOGICAL PARK AND MUSEUM DISTRICT BOARD
CONFIRMING ADOPTION OF ETHICS POLICY**

WHEREAS, the proper operation of a political subdivision requires that public officials and employees be independent, impartial and responsible to the people; that government decisions and policy be made in the proper channels of the governmental structure; that public office not be used for personal gain; and that the public have confidence in the integrity of its government; and

WHEREAS, in recognition of these goals, the Metropolitan Zoological Park and Museum District (the "District") established a procedure for disclosure by certain officials and employees of private financial or other interests in matters affecting the District pursuant to the Code of Ethics of the District (the "Code of Ethics"), which was adopted by the District's board of directors on October 29, 2015 as is recorded on file with the Secretary of the District; and

WHEREAS, the Code of Ethics provides a procedure to disclose potential conflicts of interest and substantial interests for certain of its officials in conformance with the requirements of Section 105.485.4 of the Revised Statutes of Missouri, as amended;

NOW, THEREFORE, BE IT RESOLVED by the Metropolitan Zoological Park and Museum District Board as follows:

Section 1. The Code of Ethics is hereby confirmed as the ethics policy for the District pursuant to Section 105.485.4 of the Revised Statutes of Missouri, as amended, for the period ending October 28, 2017.

Section 2. The District's board of directors shall comply with the Code of Ethics unless and until it is revoked, amended or otherwise modified.

Section 3. The Secretary or his or her designee shall send a certified copy of this resolution to the Missouri Ethics Commission within ten days of its adoption; provided, however, that the failure to send such certified copy does not exempt any member of the District's board of directors from complying with the terms of the Code of Ethics in the form most recently adopted.

Section 4. All actions heretofore taken by the authorized representatives, agents and employees of the District in connection with the transaction contemplated by this resolution are hereby ratified and confirmed, and the District shall, and the representatives, agents and employees of the District are hereby authorized and directed to, take such further action, and execute and deliver such other documents and instruments as may be necessary or desirable to carry out and comply with the intent of this resolution, and to carry out, comply with and perform the duties of the District with respect to the resolution.

Section 5. This Resolution shall be governed exclusively by and construed in accordance with the applicable laws of the State of Missouri.

Section 6. This Resolution shall take effect and be in full force upon its passage by the District.

Passed this 29th day of October, 2015.

Attest:

(SEAL)

Michelle Harris
Assistant Secretary

Shemat Cook
Chair