

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

St. Louis, Missouri
December 13, 2016

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 A, on Tuesday December 13, 2016 at 12:00 p.m. The primary purpose of the meeting was to review and discuss the Missouri Botanical Garden's proposal to increase admission fees.

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:

| | |
|---------------------|----------------------------|
| Darnetta Clinkscale | Michelle Harris |
| Christine Chadwick | Thomas J. Campbell |
| Robert Eggmann | Thomas Mummert - via phone |

Robert Lowery was absent. Others 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.

Public Comment: The chair called for public comments. No comments resulted.

Minutes: The Chair then called for the approval of the minutes from the regular Board meeting held on November 1, 2016. Ms. Chadwick moved that the minutes from the Regular Board Meeting on November 1, 2016 be approved. Mr. Eggmann seconded the motion. The motion to approve the Regular Minutes from November 1, 2016 Board Meeting were approved with Mr. Mummert, Ms. Harris Mr. Campbell and Ms. Chadwick, Mr. Eggmann and Ms. Clinkscale voting 'Aye'.

The Chair asked for a motion to move agenda item Number 7 - Communications Committee Report: Discussion of and vote to approve the Communications Committee's recommendation to engage SLM Media Group to provide graphic design services related to the 2016 - 2017 Report to the Community, and agenda item Number 10 - New Business: Review, discuss and vote to approve the Missouri Botanical Garden's proposal to increase admission fees.

Ms. Chadwick moved that the December 13, 2016 agenda be amended to reflect that agenda item Number 7 and agenda item Number 10 be addressed first to allow the presenters the opportunity to display and discuss the information to the Board. Mr. Eggmann seconded the motion. The motion passed with all members voting 'Aye'.

Communications Committee Report: Ms. Harris reported that the Communications Committee met prior to the Board meeting and reviewed several options for the cover of the 2016-2017 Report to the Community. Mr. Tom White, Art Director from SLM Media Group displayed the two potential selections. A discussion ensued.

New Business: Mr. Campbell opened the discussion on the proposed increase admission fees for the Missouri Botanical Garden. He introduced a letter written by Dr. Peter Wyse Jackson, President of the Missouri Botanical Garden presenting some historical background and an explanation for the need for a proposed increase in admission charges.

Ms. Chadwick moved that the Board review, discuss and approve the increased admission charges at the Missouri Botanical Garden. Mr. Eggmann seconded the motion. A discussion ensued

The proposed increase will be as follows:

| | Current | New |
|-------------------------------|---------|---------|
| Children (12 & under) | Free | Free |
| ZMD Resident Adult (13-64) | \$4.00 | \$6.00 |
| ZMD Resident Senior (65 & up) | \$3.00 | \$4.00 |
| Non Resident Adult (13 & up) | \$8.00 | \$12.00 |

ZMD Residents will be free every Wednesday and Saturday until noon

There were questions and comments by the Board regarding past admission increases, the reasonable cost to visit the Garden compared with other Gardens across the Country, consideration for seniors and children when presenting the rate increases, and how soon the Garden plans for the increase to begin.

The motion was approved with all members voting "Aye".

Executive Director's Report: Pat Dougherty reported that, as of December 12, 2016 the balances in the various District controlled bank accounts totaled approximately \$11.1 million and included:

| Account for the benefit of: | Amount |
|--------------------------------------|-----------------|
| Zoological Park Subdistrict | \$ 566,407.03 |
| Art Museum Subdistrict | \$ 4,849,475.15 |
| St. Louis Science Center Subdistrict | \$ 154,579.70 |
| Botanical Garden Subdistrict | \$ 1,478,513.87 |
| Missouri History Museum Subdistrict | \$ 2,221,135.42 |
| District Operating Fund | \$ 1,904,080.11 |

Mr. Dougherty presented the District's internal financial statements for the month of October 2016. No discussion resulted.

Finance/Audit Committee Report: Mr. Eggmann reported that Kerber Eck & Braeckel, LLC has completed the fieldwork regarding the agreed upon procedures report on internal controls at the Saint Louis Zoo, Missouri History Museum, Saint Louis Science Center and the Missouri Botanical Garden. The work at the Saint Louis Art Museum should be complete by December 16th. The Agreed-upon procedures report will be presented and the January 2017 Board meeting.

Mr. Eggmann explained that the ZMD received 14 proposals from firms interested in conducting the IT Security Audit. The Audit Committee plans to meet and review details, data, references and the merits of selected proposals and present a recommendation at the January 2017 Board Meeting.

Mr. Eggmann stated the District office placed an RFP in the St. Louis American, the St. Louis Post Dispatch and the St. Louis Business Journal announcing its intent to retain a firm to conduct a shared services and joint purchasing consulting engagement. The proposal due date is December 30, 2106.

A discussion ensued about upcoming options for scheduling the future Subdistrict agreed-upon procedures engagements.

Report of Legal Counsel: Mr. Chivell presented a copy of Senate Bill No. 49, identified as Exhibit I. The Saint Louis Zoo is sponsoring the bill, it provides for a sales tax of up to 1/8 of a cent to "Support the Zoo's efforts to maintain a regional attraction, conserve animals and their habitats, provide quality animal care responding to core needs...". A discussion ensued.

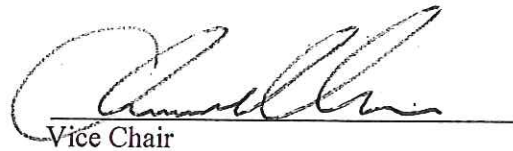
Old Business: No old business.

Public Comment: The Chair asked for any public comments from those in attendance. No comments resulted.

There being none and no other business of the District, Mr. Eggmann moved that the meeting be adjourned. Ms. Harris seconded the motion which was adopted unanimously with all members voting "Aye."

The meeting adjourned at 12:34 p.m.

Respectfully submitted,



Vice Chair

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: December 13, 2016

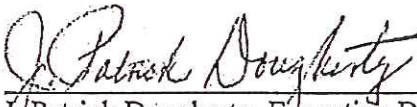
Time: 12:00 P.M.

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 November 1, 2016
3. Review, discuss and vote to approve the Missouri Botanical Garden's proposal to increase admission fees.
4. Committee Reports.
5. Report from the Executive Director concerning District Matters.
6. Old Business and such other business that comes before the District.
7. Public Comments.
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 Office, 7733 Forsyth Blvd., Suite 550, Clayton, Missouri 63105, (314) 862-4222.



Patrick Dougherty, Executive Director

Mission Statement

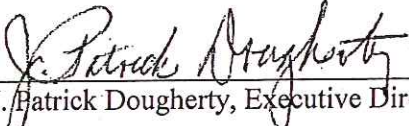
The Mission of the Zoo Museum District is to represent the taxpayers of the District in the careful oversight of the financial affairs of the Subdistricts: Missouri Botanical Garden; Missouri History Museum; Saint Louis Art Museum; Saint Louis Science Center; and Saint Louis Zoo.

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, and by posting on the District's website and mailing and/or e-mailing a copy of said Notice by ordinary mail to:

- Stephen Deere
- Diane Toroian Keaggy
- Mark Schlinkamnn
- Deborah Peterson
- Patrick Brown
- St. Louis Business Journal
- Riverfront Times
- Susan C. Thomson
- Betsey Bruce
- Tonya Sinkovits
- Susan Hegger
- St. Louis Public Radio
- Rachel Lippmann
- Willis Arnold
- Alex Heuer
- Nancy Fowler
- Charlene Prost
- Ray Hartmann
- Odester Saunders
- Elise Glickert
- Pat Westhoff
- Ben Uchitelle
- Robert Powell
- Gloria Wessels
- Jeff Rainford
- Sable Campbell
- Tom Curran
- Matthew Hathaway
- Brent Benjamin
- Bert Vescolani
- Barb Boyle
- Laura Taylor
- Benjamin Washington
- Everett Dietle
- Francis Levine
- Eric Miller
- Dustin Deschamp
- Jeffery Bonner
- Katie O'Sullivan
- Peter Wyse Jackson
- Marcia B. Mellitz
- Jerry L. Kent
- Matthew W. Geekie
- John R. Musgrave
- Adrienne D. Davis
- Barbara Taylor
- Michael F. Neiforff
- Donna Wilkerson
- Lelia J. Farr
- Richard Jensen
- Harry Rich
- Mike Faulk

Signed this 13th day of December 2016



J. Patrick Dougherty, Executive Director