

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

St. Louis, Missouri
May 20, 2014

A work session meeting of the Board of Directors of the Metropolitan Zoological Park and Museum District was held in the District office, 7733 Forsyth Blvd., Suite 550 at 6:30 p.m. on Tuesday May 20, 2014.

Thelma Cook welcomed all Board Members and guests. She explained that the purpose of the work session was to further address matters that required additional time and consideration, these matters are:

- Discussion of the ZMD Mission Statement; and
- Discussion of the details and prioritize those features of a regional plan for District growth and advancement that should be undertaken by the ZMD.

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:

Ben Uchitelle	Robert A. Powell
Gloria Wessels	Thelma V. Cook
Charles E. Valier	Thomas Campbell
Robert G. Lowery	

Other persons attending the work session included Michael Chivell from Armstrong Teasdale LLP, the District’s legal counsel, and District employees: J. Patrick Dougherty and Sharon L. Wilcutt.

Other persons attending included:

Nancy Fowler, St. Louis Public Radio; and
Eric Miller, DVM, Vice President, Zoo Operations.

Thelma Cook asked for public comments from those in attendance.

Approval of Minutes – The Chair called for the approval of the Minutes from the April 30, 2014 Regular Board meeting work session. Robert Lowery moved that the minutes be approved and Tom Campbell seconded the motion. A discussion ensued.

Charlie Valier asked that further explanation be given on page 4, under Other Comments and/or Suggestion...”Thelma Cook emphasized that, in order for the ZMD Board to revise its Code of Ethics, compromises must be made...”. This statement should not suggest that the Code of Ethics should be compromised, rather individual Board Members may need to compromise on opinions and views in order to create a functional Code of Ethics.

The motion to approve the April 30, 2014 minutes, with corrections, was approved with all members voting ‘aye’.

Thelma Cook asked for an update from the Code of Ethics Committee.

Tom Campbell reported that the Code of Ethics Committee met on Monday May 12, 2014 and reached a preliminary consensus on some issues. The next Code of Ethics Committee meeting is scheduled for June 10, 2014 at the District office.

Mr. Campbell further stated that Mayor's Slays office and County Executive office has offered assistance with review, guidance and drafting of the Code of Ethics. A draft will be presented to the full Board when complete. A discussion ensued.

Thelma Cook then addressed responses from the April 20, 2014 working session.

Agreed action between the two groups and full Board included:

- ZMD will prepare an annual report to be distributed to the public;
- Develop a ZMD Mission Statement;
- ZMD Board should purchase reference materials; Reports - data institutional accreditation reports for clarification purposes. These reports may assist in the objective measure of the performance at each of the Subdistricts institutions.

Items that need additional concurrence from the full Board include:

- Team two stated that it was not within the purview or the scope of the ZMD Board to make recommendations to the County Executive or the Mayor of St. Louis for appointees.
- The consensus from team one was that they agreed with the above statement; in addition that this restriction may be included in the District Bylaws or in the revised Code of Ethics.
- Tom Campbell recommended that District Board members abide by all City and County regulations with regards to payment of yearly personal property taxes and real estate taxes. A discussion ensued.

Robert Lowery made a motion to affirm that it was not within the purview or the scope of the ZMD Board to make recommendations to the County Executive or the Mayor of St. Louis for appointees. Ben Uchitelle seconded the motion. The motion was approved with all members voting 'aye'.

Thelma Cook informed the Board that a letter has been received from Alderwoman Lyda Krewson, Chair of the Parks and Environmental Matters Committee acknowledging receipt of the District's letter of May 8, 2014. She further states that the Parks and Environmental Matters Committee is anticipating a full response to the St. Louis Board of Alderman Parks and Environmental Matter Report to the Board of Alderman as agreed by Resolution Number 33 dated May 3, 2013, by June 30, 2014.

Thelma Cook informed the Board that they will break-up into two groups for further discussion. She explained that each group discussion will be for thirty minutes, followed with a fifteen minute presentation to the full Board following. Each group should select a presenter to report to the Board.

The first group (Team One) is Gloria Wessels, Tom Campbell and Robert Powell. The second group (Team Two) is Charlie Valier, Ben Uchitelle and Robert Lowery. Thelma Cook will be the facilitator and presented topics for discussion in each session:

1. Design and develop a ZMD mission statement.
2. Discussion of ZMD response to St. Louis Board of Alderman Parks and Environmental Matter Report to the Board of Alderman as agreed by Resolution Number 33 dated May 3, 2013:
 - Detail and prioritize those features of a regional plan for District growth and advancement that should be undertaken by the ZMD.

Thelma Cook directed the groups to go into their work sessions and begin the session one with: Design and develop a ZMD mission statement.

Summary of Team One: (Gloria Wessels, Tom Campbell and Robert Powell) reported to the Board. Tom Campbell reported for group one and presented a draft of a mission statement:

Mission Statement

Oversee taxpayer funds to the ZMD institutions with integrity and true financial oversight.

To become partners with the publically appointed Commissioners of each institution to assure that funds are spent wisely for the benefit of all citizens.

To ensure that the great cultural institutions for which the ZMD has oversight responsibility, grow and inspire the St. Louis region to become a better place to live and work.

Summary of Team Two: (Charlie Valier, Ben Uchitelle and Robert Lowery) reported to the Board. Ben Uchitelle reported for group two and presented a draft of a mission statement:

Mission Statement

The mission of the ZMD is to represent the taxpayers of the District in overseeing the financial affairs of the Subdistricts.

Furthermore, the role of the ZMD is to lead, plan and cooperate in strengthening the Subdistricts.

Other Comments and/or Suggestions:

- Ben Uchitelle presented a draft of a mission statement with potential additional suggestions including the possibility of including additional institutions in the District.
- Charlie Valier stated the word 'District' is fungible – it could have a broader meaning in the future.
- Robert Powell suggested 'administer' in place of 'overseeing' the financial affairs of the Subdistricts.
- Gloria Wessels suggested a combination of both mission statements by including 'partners with the public' in the second mission statement.
- Ben Uchitelle inquired if the District has the statutory authority to spend funds on an analysis of expanding the District – or giving the Subdistricts the right to charge non-city/non-county residents.
- Charlie Valier stated that a change in enabling legislation may be required to allow the District to utilize funds to possible expand the District and to have stronger financial oversight.
- Tom suggested 'overseeing the financial integrity of the Subdistrict'.

Thelma Cook directed the groups to go into their second work session and begin the session with a discussion of the response to St. Louis Board of Alderman Parks and Environmental Matter Committee and to detail and prioritize those features of a regional plan for District growth and advancement that should be undertaken by the ZMD.

Summary of Team One: (Gloria Wessels, Tom Campbell and Robert Powell) reported to the Board. Gloria Wessels reported for group one and recommended that:

- The District cannot pick one individual institution and support it with regards to expanding.
- Additional taxing districts should be done by the ‘movers and shakers’ at each institution.
- Not something that the District can do – not our responsibility.

Summary of Team Two: (Charlie Valier, Ben Uchitelle and Robert Lowery) reported to the Board. Ben Uchitelle reported for group two and recommended that:

- The ZMD should immediately undertake a regional plan.
- The ZMD should go to the legislature to permit such planning and the financing thereof.
- And/or go to the Subdistricts or other civic organizations for funding.

Other Comments and/or Suggestions:

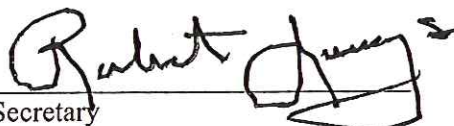
- Mike Chivell commented on potential legal limits of the authority of the District.
- Charlie Valier commented on previous surveys that have been undertaken that may offer guidance.
- Charlie Valier offered addition background information on the 1983 planning and execution of doubling the tax rates for the Art Museum, (from \$.04 – to \$.08) Museum of Science and Natural History (from \$.01 to \$.04) and Art Museum (from from \$.04 – to \$.08). – Zoo Friends and Civic progress loaned the Committee funds to front the cost involved in the campaign.
- Ben Uchitelle emphasis that the District has funds (based on the 5% retention rate of the tax receipts received from St. Louis City and St. Louis County) – but not the enabling legislation. The additional role of any expansion of the District would require hiring consultants.
- Gloria Wessels stated that the teams are not that different in that with enabling legislation – the District could undertake the responsibility of expanding the District.
- Tom Campbell stated that the one summary is a snapshot of what restrictions exist today – the other summary is what the future may hold.
- Ben Uchitelle explained that the District has a unique overview of the entire process by nature of its current role.
- Thelma Cook summed up that the subject will be added to the agenda at the next regular board meeting.

Thelma Cook asked for public comments from those in attendance.

There being no other business, Robert Powell moved that the meeting be adjourned. Robert Lowery seconded the motion, which was adopted unanimously with all members voting “aye.”

The meeting adjourned at 8:30 p.m.

Respectfully submitted,


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: May 20, 2014

Time: 6:30 P.M.

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

Agenda:

1. Update from the Code of Ethics Committee.
2. Review the proposed response to St. Louis Board of Alderman Parks and Environmental Matters Report to the Board of Alderman as agreed by Resolution Number 33 dated May 13, 2013.
3. Discussion of Board Training program.
4. 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

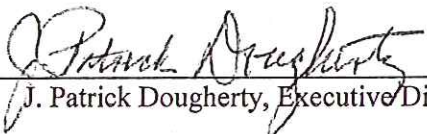

J. Patrick Dougherty, Executive Director

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, by 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, 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
- Erin M. Nolan
- Alex Heuer
- Diane Toroian Keaggy
- Deborah Peterson
- Elsie Glickert
- Charlene Prost
- Susan Hegger
- Martha Fitz
- Odester Saunders
- Tonya Sinkovits /John Butler
- Tom Curran
- Matthew Hathaway
- Rachel Lippmann
- St. Louis Public Radio
- Barb Boyle
- Bert Vescolani
- Wyndell Hill

Signed this 20th day of May 2014



J. Patrick Dougherty, Executive Director