

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

St. Louis, Missouri  
May 22, 2014

The regular meeting of the Board of Directors was held at the Saint Louis Science Center, St. Louis, Missouri at 12:00 p.m. on Thursday May 22, 2014. The primary purpose of the meeting was to review and discuss the 2014 budget and the 2013 financial statements of the Saint Louis Science Center Subdistrict (hereinafter referred to as the "Subdistrict").

Thelma Cook, Chair of the Metropolitan Zoological Park and Museum District ("District"), called the meeting to order. She welcomed the following representatives from the Saint Louis Science Center Subdistrict ("Subdistrict"):

Bert Vescolani, President and Chief Executive Officer of the Saint Louis Science Center;  
Douglas H. Yaeger, Chair of the Saint Louis Science Center Subdistrict Board of Commissioners;  
Pat Williams, Chief Institutional Advancement Officer of the Saint Louis Science Center;  
Barbara Boyle, Vice President and Chief Financial Officer of the Saint Louis Science Center;  
Stephen Barth, Vice President of Business and Chief Financial Officer of the Saint Louis Zoo;  
Nancy Fowler, St. Louis public Radio;  
Kevin Killeen, KMOX News;  
David Hunn, St. Louis Post Dispatch; and  
Loretta Muretich and Cynthia Scaggs, staff Saint Louis Science Center;

Upon roll call, the following Board members were present:

Charles E. Valier	Robert A. Powell
Gloria Wessels	Thelma V. Cook
Robert G. Lowery, Sr.	Tom Campbell

Ben Uchitelle was absent. Other persons attending the meeting included Michael 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.

Science Center Presentation – Doug Yaeger welcomed everyone to the meeting and explained that the Commissioners and staff continue to strengthen the financial profile of the institution while focusing on the Science Centers Mission Statement; *Igniting and sustaining lifelong science and technology learning.*

Bert Vescolani continued the presentation with an overview on renewed exhibits, planetarium updates, and new exhibits. A summary of visitor experience and satisfaction rating scores was given and an updated ticketing and membership tracking system was presented.

Bert Vescolani discussed partnerships with University of Missouri St. Louis; Arts and Science Communities; fellowship opportunities and federal and private grants.

Robert Powell asked for additional information about diversity in staffing and volunteering.

Bert Vescolani presented the detailed staff profile and gave information on the YES (Youth Exploring Science) youth program.

Thelma Cook requested an update on development of the accessibility for the visually and hearing impaired visitor.

Bert Vescolani explained that all ZMD organizations are meeting to work together on accessibility for all visitors. The Science Center has expanded their programming to include a Planetarium Program for the visual impaired that was overwhelming well received by the community.

Barb Boyle presented the 2014 budget summary. Highlights include a 'change in net assets' - improving with a 2013 year end of \$1,542,379, (\$628,889 over budget). Changes in the education program and the conclusion of two major grants impacted the revenue and expenses sides of the budget. Typically these programs are getting reimbursement and/or budget relief for staff. Barb Boyle stressed that attendance drives revenue and expense lines within the budget. A discussion ensued.

Gloria Wessels asked for updated executive salary information.

Barb Boyle explained that executive salary information from 2013 will be forwarded to the District.

Barb Boyle addressed; health insurance rates, pension expenses, the Science Center's current line of credit status, data security, property surrounding the Taylor Center, and capital expenditures.

Bert Vescolani explained the roles of trustees and commissioners, plans for landscape repairs and plans for a *Mars Rover Experience* at the Planetarium.

Charlie Valier commended the Science Center management team on working towards a positive financial future. Mr. Valier asked for an explanation on a contract recently awarded to Arcturis.

Doug Yeager stated that the internal group that is reviewing the project is in contact and working with the Arcturis team to work through the final details of the contract.

Mr. Valier questioned why public notice was not given and why minutes have not been kept for meetings that involved the decision to issue the RFQ (Request for Quote) or the decision to award the contract to Arcturis.

- Mr. Yeager stated that internal staff met to review all the qualifications of the bids.
- Mr. Valier asked if Science Center Commissioner, Tracy Hart was on the committee that reviewed the bids.
- Mr. Yeager explained that Tracy Hart is Chair of the Facilities Committee and is part of the internal group.
- Mr. Valier further commented that the Science Center awarded a contract to a firm that employs one of the current Science Centers Trustee's, Tracy O'Bryan, who is President and & CEO of Arcturis.
- Mr. Yeager explained that Megan Ridgeway, not Traci O'Bryan is the contact person at Arcturis,
- Mr. Valier suggested that the Science Center have a policy that would insulate the Science Center from any conflicts with the Trustees and possible Conflicts of Interest.
- Mr. Vescolani stated that the Science Center operates with 'best practices' and the best interest of the community.

Upon completion of the budget presentation the meeting recessed. Within a few minutes, Thelma Cook called the meeting to order.

Approval of Minutes – The Chair called for the approval of the Minutes from the May 8, 2014 regular Board meeting. Tom Campbell moved that the minutes be approved and Robert Powell seconded the motion. The motion to approve the minutes was approved with all members voting 'aye'.

Thelma Cook asked for comments from the Science Center presentation.

Gloria Wessels stated that the presentation was good. She questioned whether the Board should be reviewing the budget information when it is prepared, prior to approving the preliminary tax rates. A discussion ensued.

Thelma Cook suggested that a review of all of the Subdistrict Budgets will be discussed when each budget is received by the District.

Executive Director's Report – Pat Dougherty reported that, as of March 21, 2014, the balances in the District controlled bank accounts approximated \$29.8 million and included:

<u>Account for the benefit of:</u>	<u>Amount</u>
Zoological Park Subdistrict	\$ 5,241.91
Art Museum Subdistrict	\$ 12,729,534.84
St. Louis Science Center Subdistrict	\$ 999,669.03
Botanical Garden Subdistrict	\$ 6,065,162.34
Missouri History Museum Subdistrict	\$ 5,091,921.25
District Operating Fund	\$ 4,946,832.64

Pat Dougherty reminded the Board that the review of the District's December 31, 2013 financial statements and audit report issued by Kerber, Eck & Braeckel, LLP was deferred. Rick Gratza, CPA from Kerber, Eck & Braeckel LLP, the District's accounting firm will attend the June 9, 2014 meeting at the Botanical Garden to present the final report to the Board. The District's Accounting Procedure Manual will also be reviewed at that time.

Audit/Finance Committee Report – The audit committee had no report.

Report of Legal Counsel – Mike Chivell distributed information regarding issues that have been addressed at prior meetings. The information provided to the Board may assist with development of the Mission Statement.

Copies of the following documents were given to the Board:

- Missouri Attorney General – Opinion No. 198-72, published July 21, 1972;
- Regional Tax Support for St. Louis Cultural Institutions – prepared by Bob Archibald in 2008;
- Outline of Strategy to Enlarge the Tax Base for the Zoo Museum District; and
- Copy of the 2008 Annual Report to the Community – prepared by the ZMD office.

A discussion ensued.

Old Business – Thelma Cook asked that the Board review of the draft post-budget meeting letter addressed to the Missouri History Museum. A discussion ensued. Additional comment should be sent to the Executive Director within the next two days.

Thelma Cook then asked that the Board review of the draft post-budget meeting letter addressed to the Saint Louis Art Museum. A discussion ensued. The Board agreed to send the post-budget meeting letter to the Saint Louis Art Museum.

Gloria Wessels suggested in order to enhance communication between the Board and the Subdistrict, an invitation be extended to the Subdistrict Commissioners for upcoming District Board Meetings.

Thelma Cook instructed the District staff to include the Chair of the Subdistricts and the Chair of the Trustees in the mailings of the **Notice of Public Meeting** that is sent prior to all District Board meetings.

Thelma Cook asked that the Board review the draft of a collective Mission Statement and Vision Statement:

### **Mission Statement**

The Zoo Museum District shall enhance the St. Louis region's quality of life by fulfilling its statutory duties to fund and oversee the financial affairs of the tax supported cultural institutions.

### **Vision Statement**

The task of the Zoo Museum District is to lead, plan and cooperate in strengthening the Subdistricts to provide for the highest quality cultural institutions benefitting District residents in the St. Louis region and nation.

Thelma Cook stated that a Mission Statement has a greater impact if it can be read in one glance – a branding piece. She further suggested that comments and suggestions be brought to the next meeting. A discussion ensued. Thelma Cook asked that comments and revisions be forwarded to the District office or brought to the next work session Board meeting.

Thelma Cook addressed the continued response to the Aldermanic Committee with regards to the District's proposal for the Regional Plan for District Growth. A discussion ensued.

Tom Campbell reviewed the summary information from the May 20, 2014 work session. He stated that both teams were not mutually exclusive.

Charlie Valier clarified that the two options were to either change the law or to get the consent of the Subdistricts. Further details would need to be reviewed by Districts legal counsel, and he suggested that District legal counsel prepare an outline on various ways to achieve expansion or growth. A discussion ensued.

Mr. Valier offered additional 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). Mr. Valier further explained that Zoo Friends and Civic progress loaned the Committee funds to front the cost involved. The Committee ran the campaign without using taxpayer money.

Mike Chivell suggested that a contact person be established at each Subdistrict to explore the potential expansion of the District.

Tom Campbell suggested that based on the discussion during the May 20, 2014 work session and additional discussions, a response to the Board of Alderman on the matter of Regional Growth should be:

The District Board is committed to looking at possible opportunities to expand the District. Further, the District acknowledges certain limitations of the current legislation, but the District is committed to looking for different alternatives that would accomplish an expansion.

The Board agreed to the proposed response with regards to the District's reply to St. Louis Board of Alderman Parks and Environmental Matter Committee.

The chair called for public comments.

Thelma Cook announced that the next regular Board meeting would be held Monday June 9, 2014 at the Missouri Botanical Garden at 12:00 p.m., with the tour beginning at 11:00 am.

There being no further business, Tom Campbell moved that the meeting be adjourned. Gloria Wessels seconded the motion and it was unanimously approved. The meeting adjourned at 2:40 p.m.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Robert J. ...", written over a horizontal line. The signature is stylized and cursive.

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 22, 2014

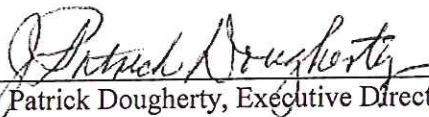
Time: 12:00 P.M.

Place: Saint Louis Science Center  
5050 Oakland Avenue  
St. Louis, MO 63110

#### Agenda:

1. Saint Louis Science Center 2013 Financial Statements and 2014 Budget.
2. Report from the Executive Director concerning District Matters.
3. 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

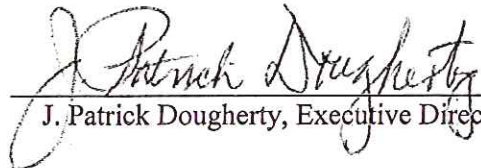
  
J. Patrick Dougherty, Executive Director

## 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 Saint Louis Science Center and the Pierre Laclède 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 Tororian 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 22nd day of May 2014

  
J. Patrick Dougherty, Executive Director