

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

St. Louis, Missouri
September 28, 2017

A regular meeting of the Board of Directors of the Metropolitan Zoological Park and Museum District was held in Conference Room A, Second Floor, of the Pierre Laclede Center, 7733 Forsyth Boulevard, on Tuesday September 28, 2017 at 12:00 p.m.

Thomas 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:

Thomas Campbell	Christine Chadwick
Robert Eggmann	Thomas Mummert
Darnetta Clinkscale, via telephone	

Michelle Harris joined the meeting at approximately 12:02 p.m. Robert G. Lowery, Sr. was absent. Others attending the meeting included: Michael A. Chivell from Armstrong Teasdale LLP, the District’s legal counsel, and District employees: J. Patrick Dougherty and LaQuana S. Dilworth.

Public Comments: The Chair called for public comments from those in attendance; no comments resulted.

Public Hearing: The Chair opened the Public Hearing regarding the proposed 2017 Subdistrict tax rates. A **Notice of Public Hearing** was published in the Daily Record (City of St. Louis) and the St. Louis Countian (St. Louis County) on September 21, 2017. A **Notice of Public Hearing** was also posted at the Metropolitan Zoological Park and Museum District office, St. Louis City Hall and the St. Louis County Government Center. In addition, the **Notice of Public Hearing**, identified as EXHIBIT I, was posted on the District’s website, www.mzdsl.org. The proposed rates, calculated according to guidelines and forms issued by the Missouri State Auditor, are as follows:

Real Estate,
Personal and Other Property

Art Museum Subdistrict	\$0.0768
Botanical Garden Subdistrict	\$0.0386
Missouri History Museum Subdistrict	\$0.0386
Science Center Subdistrict	\$0.0386
Zoological Park Subdistrict	\$0.0768

On each \$100 of assessed valuation of taxable property in the City and County of St. Louis.

Mr. Dougherty informed the Board that the 2017 Subdistrict tax rate ceilings were reviewed by personnel within the Tax Section of the Office of the Missouri State Auditor, without revision. He continued to explain that the growth in the 2017 District-wide property assessment was slightly more than 6%;

however, the permitted reassessment growth in tax revenue was limited to 2.1%, the increase in the Consumer Price Index, certified by the State Tax Commission. Mr. Dougherty also informed Board members that the proposed 2017 tax rates for the Botanical Garden, Missouri History Museum and Science Center Subdistricts included a \$0.0001 recoupment.

Tax Rates for 2017: The Chair asked the Board to consider setting the proposed 2017 tax rates.

Ms. Chadwick moved that based on the Art Museum Subdistrict's needs, as reflected in budgets submitted in the summer of 2017 and reviewed by the District Board, the 2017 tax rate, for the Art Museum Subdistrict, be set as indicated in the Resolution of the Metropolitan Zoological Park and Museum District Board Setting Tax Rates for 2017 Assessments ("Tax Resolution"), a copy of which is attached hereto and made a part hereof:

Art Museum Subdistrict - 7.68 cents on each \$100 of assessed valuation of taxable property in the District.

Mr. Eggmann seconded the motion.

The Chair asked for a discussion; none resulted.

A roll call vote was taken to approve the motion. The motion passed with Mr. Campbell, Ms. Chadwick, Mr. Eggmann, Ms. Clinkscale, Ms. Harris and Mr. Mummert voting 'Aye'.

Ms. Chadwick moved that based on the Botanical Garden Subdistrict's needs, as reflected in budgets submitted in the summer of 2017 and reviewed by the District Board, the 2017 tax rate, for the Botanical Garden Subdistrict, be set as indicated in the proposed Tax Resolution:

Botanical Garden Subdistrict – 3.86 cents on each \$100 of assessed valuation of taxable property in the District.

Mr. Eggmann seconded the motion.

The Chair asked for a discussion; none resulted.

A roll call vote was taken to approve the motion. The motion passed with Mr. Campbell, Ms. Chadwick, Mr. Eggmann, Ms. Clinkscale, Ms. Harris and Mr. Mummert voting 'Aye'.

Ms. Chadwick moved that based on the History Museum Subdistrict's needs, as reflected in budgets submitted in the summer of 2017 and reviewed by the District Board, the 2017 tax rate, for the History Museum Subdistrict, be set as indicated in the proposed Tax Resolution:

Missouri History Museum Subdistrict – 3.86 cents on each \$100 of assessed valuation of taxable property in the District.

Mr. Eggmann seconded the motion.

The Chair asked for a discussion; none resulted.

A roll call vote was taken to approve the motion. The motion passed with Mr. Campbell, Ms. Chadwick, Mr. Eggmann, Ms. Clinkscale, Ms. Harris and Mr. Mummert voting 'Aye'.

Ms. Chadwick moved that based on the Science Center Subdistrict's needs, as reflected in budgets submitted in the summer of 2017 and reviewed by the District Board, the 2017 tax rate, for the Science Center Subdistrict, be set as indicated in the proposed Tax Resolution:

Science Center Subdistrict - 3.86 cents on each \$100 of assessed valuation taxable property in the District.

Ms. Harris seconded the motion.

The Chair asked for a discussion; none resulted.

A roll call vote was taken to approve the motion. The motion passed with Mr. Campbell, Ms. Chadwick, Mr. Eggmann, Ms. Clinkscale, Ms. Harris and Mr. Mummert voting 'Aye'.

Ms. Chadwick, moved that based on the Zoological Park Subdistrict's needs, as reflected in budgets submitted in the summer of 2017 and reviewed by the District Board, the 2017 tax rate for the Zoological Park Subdistrict, be set as indicated in the proposed Tax Resolution:

Zoological Park Subdistrict - 7.68 cents on each \$100 of assessed valuation taxable property in the District.

Ms. Harris seconded the motion.

The Chair asked for a discussion; none resulted.

A roll call vote was taken to approve the motion. The motion passed with Mr. Campbell, Ms. Chadwick, Mr. Eggmann, Ms. Clinkscale, Ms. Harris and Mr. Mummert voting 'Aye'.

The Chair asked for a motion to approve the Tax Resolution. Mr. Chivell stated that the Tax Resolution differed slightly from the Draft Tax Resolution included in the Board meeting package. The revised Resolution added the phrase "*the Museum of Natural History (Science Center Subdistrict)*" in the first paragraph. Mr. Chivell also explained that in the same paragraph, the phrase ("*collectively the Subdistricts*") was added in the fourth line. There was also a correction of a typographical error.

The Chair asked for a motion to adopt the Tax Resolution.

Ms. Chadwick moved to adopt the Tax Resolution. Mr. Eggmann seconded the motion. Mr. Campbell asked for a discussion; none resulted.

A roll call vote was taken to approve the motion. The motion passed with Mr. Campbell, Ms. Chadwick, Mr. Eggmann, Ms. Clinkscale, Ms. Harris and Mr. Mummert voting 'Aye'.

The Chair closed the Public Hearing. He then announced that Sharon Wilcutt resigned from her position at the District. She accepted a position at the Missouri History Museum.

Approval of the Minutes: The Chair called for the approval of the minutes from the regular Board meeting held on August 1, 2017. Mr. Mummert moved that the minutes be approved. Ms. Harris seconded the motion. The Chair asked for a discussion; none resulted. The minutes from the August 1, 2017 regular Board meeting were approved with Mr. Campbell, Ms. Chadwick, Mr. Eggmann, Ms. Clinkscale, Ms. Harris and Mr. Mummert voting 'Aye'.

Executive Director's Report: Mr. Dougherty presented the District's internal financial statements for the month of August 2017. No discussion resulted.

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

Communications Committee Report: Ms. Harris reported that the 2015–2016 Report to the Community had been mailed. The cost of the 2015-2016 Report, \$9,600, was considerably less than the amount incurred to produce the preceding Report.

Ms. Harris asked Mr. Dougherty to discuss the planned contents of the Report to the Community that will be produced in 2018. He explained that the Report would address both the events that occurred at the institutions during the 2017 calendar year and those planned for 2018. He also suggested that the District sponsor a ZMD-wide 2017 economic impact study and include the study results in the Report. The economic impact study could be prepared by the Regional Chamber. He stated that if an economic impact study is undertaken, the Report should be completed and ready for distribution in June 2018. Mr. Campbell volunteered to ask Regional Chamber personnel to prepare a proposal for a District-wide economic impact study.

Mr. Dougherty also informed the Board that the 2015-2016 Report to the Community was forwarded as a PDF to each of the Subdistrict institutions. The Report currently appears on the ZMD website as well as the websites of the Saint Louis Zoo and the Missouri Botanical Garden.

Report of Legal Counsel: Mr. Chivell began his report by discussing the document entitled *Action By Unanimous Consent of Government Entity Restatement of Qualified Retirement Plan*. The document was included in the meeting package. The District is in the process of changing certain elements of its retirement plan including a change of its trustee to Capital Bank and Trust and the appointment of Benefits of Missouri Inc. as the plan's third party record keeper. Board approval of the document and a related resolution are required to complete the change. Mr. Dougherty then explained that since the retirement plan's inception, the District engaged Oppenheimer to manage the plan's assets. The District Board chose to change from Oppenheimer to American Funds. The transition from Oppenheimer to American Funds has taken nearly nine months to complete.

Mr. Chivell stated that the resolution details the plan amendment and restatement for the change from Oppenheimer to American Funds. Capitol Bank and Trust is also being appointed as the trustee of the revised and amended plan. The *Unanimous Consent* is a document that Mr. Campbell will sign stating that these changes have been approved.

Mr. Eggmann moved to approve the resolution of the Metropolitan Zoological Park and Museum District Board, with regard to the restatement of the qualified plan which includes the appointment of Capitol Bank and Trust Company to serve as the plan's trustee and the appointment of Benefits of Missouri Inc. to serve as the third party record keeper for the plan. Mr. Eggmann continued his motion by allowing the Chair to sign the document, *Action by Unanimous Consent of Government Entity Restatement of Qualified Retirement Plan*.

Ms. Harris seconded the motion. The Chair asked for a discussion; none resulted.

A roll call vote was taken to approve the motion. The motion passed with Mr. Campbell, Ms. Chadwick, Mr. Eggmann, Ms. Clinkscale, Ms. Harris and Mr. Mummert voting 'Aye'.

Mr. Chivell continued his report by discussing the status of the BDO engagement letter associated with the District sponsored Information Technology Assessment engagement. He stated that the engagement letter is close to completion and should be delivered to the Subdistricts soon.

Old Business: No old Business.

New Business: Mr. Dougherty addressed the potential distribution of the District's 2016 "excess administrative revenue" to the Subdistricts. The distribution factors and the maximum distribution amounts are displayed below:

	Distribution Factor	Resulting Distribution
Zoological Park Subdistrict	28.5690215%	\$950,176.80
Art Museum Subdistrict	28.5690215%	\$950,176.80
Science Center Subdistrict	14.2873190%	\$475,181.80
Botanical Garden Subdistrict	14.2873190%	\$475,181.80
Missouri History Museum Subdistrict	14.2873190%	\$475,181.80

The Chair asked for a motion to approve the distribution of the District's 2016 "excess administrative revenue".

Ms. Harris moved to approve the distribution of the 2016 "excess administrative revenue". Ms. Chadwick seconded the motion. A discussion ensued.

A roll call vote was taken to approve the motion for the distribution of the District's 2016 "excess administrative revenue". The motion passed with Mr. Campbell, Ms. Chadwick, Mr. Eggmann, Ms. Clinkscale, Ms. Harris and Mr. Mummert voting 'Aye'.

Public Comments: The Chair asked for public comments from those in attendance; no comments resulted.

Mr. Campbell asked for a motion to go into closed session; pursuant to Section 610.021 (3) and (12) of the Revised Statutes of Missouri in order to discuss personnel matters and the negotiation of a contract.

Mr. Eggmann moved to close the meeting. Ms. Chadwick seconded the motion. A roll call vote to approve the motion was taken. The motion passed with Mr. Campbell, Ms. Chadwick, Mr. Eggmann, Ms. Clinkscale, Ms. Harris and Mr. Mummert voting "Aye".

The Board went into closed session at 12:40 p.m.

The closed session of the meeting adjourned and the regular meeting was reopened to the public at 1:50 p.m. Minutes from the closed session of the meeting will be prepared by Mr. Chivell and filed at the office of Armstrong Teasdale LLP.

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

Respectfully submitted,

A handwritten signature in blue ink that reads "Sarnetta Clinch". The signature is written in a cursive style with a horizontal line underneath the name.

Assistant Secretary