

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

St. Louis, Missouri
April 3, 2018

A regular meeting of the Audit Committee of the Metropolitan Zoological Park and Museum District was held at the District office, 7733 Forsyth Blvd., Suite 550 at 11:00 a.m. on Tuesday, April 3, 2018.

The primary purpose of the meeting was to review the draft report associated with the December 31, 2017 and 2016 Financial Statements, the Independent Auditors' Report on Internal Control over Financial Reporting and on Compliance on Other Matters Based on an Audit of Financial Statements Performed in Accordance with Governmental Auditing Standards, and the December 31, 2017 Report to the Board of Directors.

The Audit Committee meeting of the Metropolitan Zoological Park and Museum District ("District") was called to order. Upon roll call, the following Committee members were present:

Robert E. Eggmann
Thomas Mummert

Pat Coleman was absent. Other persons attending the meeting included: Christine Chadwick, District Board Chair; Rick Gratza, CPA, a partner at Kerber, Eck & Braeckel LLP, the District's audit firm; J. Patrick Dougherty, District Executive Director; and Jina Choi, District Deputy Executive Director.

Mr. Eggmann, Committee Chair, then asked for public comments; no comments resulted.

Approval of Minutes: Mr. Eggmann called for the approval of the minutes from the April 6, 2017 Audit Committee meeting. Mr. Mummert moved that the minutes be approved. Mr. Eggmann seconded the motion. The motion to approve the April 6, 2017 Audit Committee minutes was approved with all present Committee members voting "Aye".

Mr. Gratza then presented a summary of the audit results. He emphasized that it is management's responsibility to prepare and fairly present the financial statements. It is the Auditors' responsibility to express an opinion on the financial statements. The District's financial statements included only the financial data of the primary government (District). The statements did not include the financial data of the component units (Subdistricts).

Because the component unit financial activities have been excluded from the December 31, 2017 and 2016 Financial Statements, the Auditors determined that the statements did not fairly present the financial condition of the aggregated discretely presented component units of the District. An adverse opinion was therefore given. The Auditors also believe the financial statements, in all material respects, present fairly the financial position of the business-type activities of the

District. An unmodified opinion was granted regarding the financial position of the business-type activities of the District.

A discussion ensued regarding details within the financial statements.

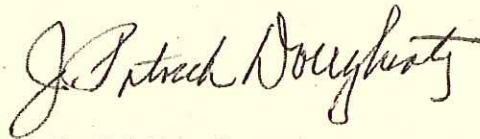
Mr. Dougherty explained that the December 31, 2017 and 2016 Financial Statements will be presented to the full District Board at the April 24, 2018 District Board meeting.

Mr. Mummert moved that the Audit Committee accept the December 31, 2017 and 2016 Financial Statements and recommended that the Financial Statements be submitted to the Mayor of the City of St. Louis and the County Executive of St. Louis County in accordance with Section 184.380, R.S.Mo. Mr. Eggmann seconded the motion. The motion to forward the December 31, 2017 and 2016 Financial Statements and the accompanying reports to the Mayor and County Executive on or before the second Monday in April 2018 was approved with all present Committee members voting "Aye".

Mr. Eggmann asked for public comments; none resulted.

There being no other business to come before the Audit Committee, Mr. Mummert moved the meeting be adjourned; Mr. Eggmann seconded the motion. The meeting adjourned at 11:35 a.m.

Respectfully submitted,

A handwritten signature in cursive script that reads "J. Patrick Dougherty". The signature is written in dark ink and is positioned above the printed name and title.

J. Patrick Dougherty
Acting Secretary