

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

St. Louis, Missouri
December 11, 2018

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, December 11, 2018 at 12:00 p.m.

Christine Chadwick, Chair of the Metropolitan Zoological Park and Museum District (“District”), called the meeting to order. Upon roll call, the following Board members were present:

Christine Chadwick
Robert Eggmann
Thomas Campbell

Pat Coleman
Thomas Mummert

Darnetta Clinkscale attended the meeting by phone and Michelle Harris was absent. Michael A. Chivell from Armstrong Teasdale LLP, the District’s legal counsel was also present. Others attending the meeting included District employees: J. Patrick Dougherty, Jina K. Choi and LaQuana S. Dilworth.

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

Approval of the Minutes: The Chair called for the approval of the minutes from the regular Board meeting held on September 27, 2018. Mr. Campbell moved that the minutes be approved. Mr. Mummert seconded the motion. The Chair asked for a discussion; none resulted. The minutes from the September 27, 2018 regular Board meeting were approved with all members voting “Aye”.

The Chair called for a motion to revise the agenda. Mr. Campbell moved that the review, discussion and approval of the 2019 ZMD administrative budget, under New Business, be moved to the Executive Director’s Report. Mr. Mummert seconded the motion. The Chair asked for a discussion; none resulted. The motion was approved with all members voting “Aye”.

Executive Director’s Report: Ms. Choi presented the District’s internal financial statements for the months of September and October 2018. No discussion resulted.

Mr. Dougherty presented the preliminary 2019 District administrative budget document. The document projected both 2019 tax receipts and administrative expenses.

The Chair called for the approval of the proposed budget. Mr. Eggmann moved to approve the 2019 administrative budget including costs for replacing the server. Ms. Coleman seconded the motion. The Chair asked for a discussion; none resulted. The 2019 administrative budget, including the fixed asset, was approved with all members voting “Aye”.

Finance/Audit Committee Report: Mr. Eggmann reported that the committee received 7 proposals and interviewed 3 firms for Auditing Services. The Audit Committee approved and recommends Kerber, Eck & Braeckel LLP to perform the audit of the ZMD’s financial statements in 2019, 2020, 2021 and 2022.

Mr. Eggmann moved that the full ZMD Board endorse the decision of the Audit Committee to retain the services of KEB. The Chair asked for a discussion; none resulted. The Audit Committee's recommendation was approved with five members voting "Aye" and one member abstaining.

Communications Committee Report: Ms. Chadwick reported the status of the Annual Report. While the final report looks great, both the committee and the Board were disappointed with the timeline. Initially, the report was projected to be distributed in September, but it wasn't delivered until December. Next year's priority will be to tighten the timeline and stick with it.

Report of Legal Counsel: Mr. Chivell had nothing to report.

Old Business: Mr. Dougherty reported an update regarding the status of the ZMD-wide IT assessment engagement. The Chair suggested to have BDO at the February meeting to give an official update.

New Business: Mr. Dougherty discussed the RFP document related to Insurance Brokerage Services. The tentative proposal deadline is January 10, 2019. The ZMD's first coverage termination date is February 17, 2019 so decisions need to be finalized by February 1, 2019. The RFP will be advertised in the Post-Dispatch, St. Louis American and the Business Journal as well as on the ZMD website.

The Chair called for a motion to approve the RFP document related to Insurance Brokerage Services. Mr. Campbell moved that the RFP document be approved. Mr. Mummert seconded the motion. The Chair asked for a discussion; none resulted. The RFP document, related to Insurance Brokerage Services, was approved with all members voting "Aye".

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

The Chair asked for a motion to go into Closed Session; pursuant to Section 610.021 (3) of the Revised Statutes of Missouri in order to discuss personnel matters. Mr. Campbell moved to close the meeting. Mr. Mummert seconded the motion. A roll call vote to approve the motion was taken. The motion passed with all members 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., and immediately adjourned upon motion. Minutes from the Closed Session of the meeting will be prepared by Mr. Chivell and filed at the office of Armstrong Teasdale LLP.

Respectfully submitted,



Secretary