

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

St. Louis, Missouri  
February 26, 2019

A regular meeting of the Board of Directors of the Metropolitan Zoological Park and Museum District was held in Conference Room B, second floor, of the Pierre Laclede Center, 7733 Forsyth Boulevard, on Tuesday, February 26, 2019 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 (by phone) |
| Thomas Campbell (by phone)     | Michelle Harris           |
| Darnetta Clinkscale (by phone) | Thomas Mummert (by phone) |
| Pat Coleman                    |                           |

Michael A. Chivell from Armstrong Teasdale LLP, the District’s legal counsel was present. Brian Wuertz, Allison Weems and Rick Gratza with Kerber, Eck and Braeckel (KEB) were in attendance. 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 and closed session held on December 11, 2018. Ms. Coleman moved that the minutes be approved. Ms. Harris seconded the motion. The Chair asked for a discussion; none resulted. The minutes were approved with all members voting “Aye”.

The Chair called for the approval of the minutes from the Special Board meeting held on January 31, 2019. Ms. Coleman moved that the minutes be approved. Ms. Harris seconded the motion. The Chair asked for a discussion; none resulted. The minutes were approved with all members voting “Aye”.

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

Mr. Dougherty reported that, as an audit procedure, he has gone through and eliminated inactive vendors. He, also, reviewed the vendors to see if any are subject to an RFP this year. The banking services could be subject, but the current bank uniquely offers no fees to the ZMD. The Audit Committee will discuss this later in the year.

Brian Wuertz presented the scope of the ZMD’s 2018 audit. Field work is scheduled to begin the week of March 11, 2019 and tax allocations are expected to be complete by March 15, 2019. The audit should be finalized by the end of March 2019 and reports delivered to St. Louis City Mayor and St. Louis County Executive by the second Monday in April deadline (April 8, 2019).

Finance/Audit Committee Report: Mr. Eggmann reported that the committee received 4 proposals, for insurance brokerage services, and interviewed the 2 firms that included the required estimates for total cost of insurance services in their proposals. The Audit Committee approved and recommends HM Risk Management for the ZMD's insurance needs.

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

Communications Committee Report: Ms. Harris reported that the committee will meet in March to begin the discussion on the planning of the annual report. The committee will also consider requesting proposals to ensure that the previous company is still the most cost efficient.

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

Old Business: Mr. Dougherty reported that the 2019 administrative budget was based on the IT assessment being completed and paid for by December 31, 2018. Since this was not done, the remaining portion of the contract, \$71,960, should be recorded as an expense in 2019 because it is a significant amount and it is material. The expenses, for the 2019 administrative budget, will increase to \$807,400 while everything else remains the same.

The Chair called for a motion to approve the adjustment to the ZMD's 2019 administrative budget. Ms. Harris moved that the motion be approved. Ms. Coleman seconded the motion. The Chair asked for a discussion; none resulted. The motion was approved with all members voting "Aye".

Mr. Dougherty proposed a few changes, for segregation of duties, to the Accounting Procedures Manual. The first is regarding the tax receipts. The Deputy Executive Director should input the data from the tax receipts.

The second is regarding cash disbursements by check. The new accounting system does not have the capability to produce reports based on vendor changes. This report would document any changes in current vendor information and newly added or removed vendors. The Accounting Procedures Manual should be updated to reflect that the Deputy Executive Director will review all incoming invoices and determine if there is a need for any vendor changes. If changes are required, the Deputy Executive Director will make the adjustments and prepare a report that details the updates. This report will be given to the Executive Director to review each time that checks are written.

The final proposed change is regarding the monthly reports to the Subdistricts. Each month, the ZMD issues reports to the Subdistricts, detailing their activity for the prior month along with their bank account balance. The Deputy Executive Director should prepare these reports and give them to the Executive Director for review and approval.

The Chair called for a motion to approve the revisions to the Accounting Procedures Manual. Ms. Harris moved that the motion be approved. Mr. Campbell seconded the motion. The Chair asked for a discussion; none resulted. The motion was approved with all members voting "Aye".

New Business: Mr. Dougherty discussed the ZMD's request of the Subdistricts before the budget meetings. Mr. Dougherty suggests that the Board consider requesting that more detailed information be included in the budget documentations and presentations.

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 (1), (12) and (17) of the Revised Statutes of Missouri in order to discuss personnel matters, negotiation of contracts and confidential and privileged communications. Ms. Harris moved to close the meeting. Ms. Coleman seconded the motion. A roll call vote was taken. The motion passed with all members voting "Aye".

The Board went into closed session at 12:34 p.m.

The Closed Session of the meeting adjourned and the regular meeting was reopened to the public at 1:25 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,

A handwritten signature in blue ink that reads "Darnetta Clemens". The signature is written in a cursive style and is positioned above a horizontal line.

Secretary