

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

St. Louis, Missouri
April 4, 2014

A regular meeting of the Audit Committee of the Metropolitan Zoological Park and Museum District was held in the District office, 7733 Forsyth Blvd., Suite 550 at 12:00 pm on Friday April 4, 2014. The primary purpose of the meeting was to review the draft of the December 31, 2013 and 2012 Financial Statements and the December 31, 2013 Report to the Board of Directors.

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

Robert Powell
Thelma Cook
Tom Campbell

Other persons attending the meeting included: Rick Gratza, CPA and Amber Hardesty from Kerber, Eck & Braeckel LLP, the District's accounting firm; Stephen Gregali, Deputy Chief of staff to Mayor Slay; Charles Valier, District Director; J. Patrick Dougherty and Sharon L. Wilcutt, District employees.

Robert Powell recommended the 2014 Audit Committee elect a Chair. Thelma Cook nominated Robert Powell as Chair. Tom Campbell seconded the motion. The Motion to elect Robert Powell as Chair of the 2014 Audit Committee was unanimously approved with all members voting 'aye'.

Robert Powell asked for public comments.

Approval of Minutes: The Chair called for the approval of the minutes from November 11, 2013, and the November 18, 2013 Audit Committee meetings. Tom Campbell moved that both sets of minutes be approved. Thelma Cook seconded the motion. The motion to approve the November 11, 2013 and the November 18, 2013 minutes were approved with all members voting 'aye'.

Tom Campbell moved that beginning with the April 4, 2014 meeting, all Audit Committee minutes be recorded as 'action item only' format. Audit Committee minutes should reflect who was present; public comments and who spoke; what items were addressed and what action that was taken. A recording of the minutes is maintained. Thelma Cook seconded the motion. The motion to maintain the minutes in an 'action item only' format was approved with all members voting 'aye'.

Patrick Dougherty presented the December 31, 2013 revised District Accounting Manual. Modifications to the manual were explained; page three – *Net Refunds to Taxpayers* and page five – *Review of Authorized Vendor File*. The final draft will be presented to the full Board.

Rick Gratza presented a summary of Auditors' Results:

- Management's responsibility to prepare the financial statements;
- Auditors' responsibility to express an opinion on the financial matters;
- The financial statements only include the financial data of the District (primary government) and do not include the financial data of the Subdistricts (component units);
- Summary of opinions issued in:

- Summary of opinions issued in:
 - Business-type activities: Unmodified
 - Aggregate remaining fund information: Unmodified
 - Discretely presented component units: Adverse
 - No material weakness in internal control were identified;
 - No material noncompliance with laws, regulations, grants or contracts were identified.

Pages 14 and 15 of the Financial Statements represent a new statement; Statement of Fiduciary Net Position – Pension Trust Fund; this represent the contribution to the new pension plan that was approved by the District in December 2013. A discussion ensued.

Rick Gratza then introduced the Report to the Board of Directors. He reported that there had been no changes to the District’s accounting policies and procedures during the 2013 calendar year.

Tom Campbell moved that the Audit Committee accept the December 31, 2013 and 2012 financial statements as submitted, that they be forwarded to the full Board for approval and be filed with the appropriate government authorities. Thelma Cook seconded the motion which was unanimously passed.

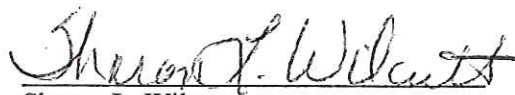
New Business: No new business.

Old Business: No old business

Robert Powell asked for public comments.

There being no other business to come before the Audit Committee, Tom Campbell moved that the meeting be adjourned. Thelma Cook seconded the motion. The meeting adjourned at 12:50 pm

Respectfully submitted,


Sharon L. Wilcutt
Acting Secretary

NOTICE OF REGULAR MEETING

Audit Committee

METROPOLITAN ZOOLOGICAL PARK AND MUSEUM DISTRICT

Pursuant to Section 610.020 of the Revised Missouri Statutes, notice is hereby given that a Regular Audit Committee Meeting of the Metropolitan Zoological Park and Museum District Board will be held as follows:

Date: April 4, 2014


Time: 12:00 P.M.

Place: Pierre Laclede Center - 7733 Forsyth Boulevard
Suite 550
St. Louis, MO

Agenda:

1. Call to order
2. Roll Call
3. Request for the approval of the minutes from the Audit Committee Board meeting held on November 11, 2013 and November 18, 2013
4. Review and Discuss Draft Copy of the 2013 Financial Statements and Independent Audit Report.
5. Public Comments
6. New Business
7. Old Business
8. Public Comments
9. The Audit Committee 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 the Regular Meeting of the Audit Committee was published in accordance with the provisions of Section 610.020 of the Revised Missouri Statues, 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 Pierre Laclede Center building, 7733 Forsyth Boulevard, Clayton, Missouri, 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
- Dale Singer
- Mark Schlinkmann
- Betsey Bruce
- Patrick Brown
- Jeff Rainford
- Sable Campbell-Jones
- Pat Westhoff
- Nancy Fowler
- Eric Miller
- Erin M. Nolan
- Diane Torioian Keaggy
- Deborah Peterson
- Elsie Glickert
- Charlene Prost
- Susan Hegger
- Martha Fitz
- Adam Allington
- Odester Saunders
- Tonya Sinkovits /John Butler
- Tom Curran
- Matthew Hathaway
- Rachel Lippmann
- St. Louis Public Radio
- Barb Boyle
- Bert Vescolani

Signed this 4th day of April 2014


J. Patrick Dougherty, Executive Director