

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

St. Louis, Missouri
August 19, 2014

A regular meeting of the Audit Committee of the Metropolitan Zoological Park and Museum District was held by Conference Call at the District office, 7733 Forsyth Blvd., Suite 550 at 3:00 pm on Tuesday August 19, 2014. The primary purpose of the meeting was the discussion and review of a draft Request for Proposal for the annual audit of the District.

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 via Conference Call:

Robert Powell
Thelma Cook
Tom Campbell

Other persons attending the meeting included: Gloria Wessels, District Director; J. Patrick Dougherty and Sharon L. Wilcutt, District employees.

Robert Powell asked for public comments.

Approval of Minutes: The Chair called for the approval of the minutes from April 4, 2014 Audit Committee meeting. Tom Campbell moved that the minutes be approved. Thelma Cook seconded the motion. The motion to approve the April 4, 2014 Audit Committee minutes were approved with all members voting 'aye'.

The Chair began the discussion of the Request for Proposal Draft for District auditing services. Tom Campbell clarified that the RFP is for the District Office Audit only.

Pat Dougherty offered information for publication; suggesting the RFP be published in the St. Louis Post Dispatch; the St. Louis American; the St. Louis Business Journal and posted on the District Website. A discussion ensued.

Pat Dougherty then addressed the time frame for publication and subsequent time period for submissions received by the District. The consensus was a ten day request for information from any interested Auditing Firm following the August 29, 2014 publication of the RFP.

Robert Powell began a review the contents of the proposal for District Auditing services.

Tom Campbell offered some grammatical corrections along with a suggestion that will offer an affirmative statement regarding potential conflict of interest issues with the District or any Subdistricts affiliation.

A discussion ensued with regards to the amount of time given to potential Accounting Firms to submit full proposals to the District. The consensus was a September 30, 2014 cut-off date for any proposal to be considered by the Audit Committee.

A discussion ensued with regards to limiting the number of Auditing Firms making oral presentations to the District and time frame on the District's announcement of a selection of an independent public accounting firm.

The consensus was to not put a ceiling on the number of possible presentations to the Audit Committee or Full Board.

Tom Campbell suggested additional language to be added to the RFP with reference to a non-discrimination policy.


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 3:23 pm

Respectfully submitted,

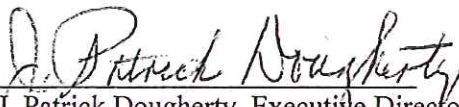

Sharon L. Wilcutt
Acting Secretary

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 Statutes, 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
- Mark Schlinkmann
- Betsey Bruce
- Patrick Brown
- Jeff Rainford
- Sable Campbell-Jones
- Pat Westhoff
- Nancy Fowler
- Eric Miller
- Alex Heuer
- F. Holmes Lamoreux
- Barbara B. Taylor
- Douglas H. Yeager
- John C. McPheeters
- Romondous Stover
- Willis Arnold
- Diane Torioian Keaggy
- Deborah Peterson
- Elsie Glickert
- Charlene Prost
- Susan Hegger
- Erin M. Nolan
- Odester Saunders
- Tonya Sinkovits /John Butler
- Tom Curran
- Matthew Hathaway
- Rachel Lippmann
- St. Louis Public Radio
- Barb Boyle
- Bert Vescolani
- Wyndell Hill
- Peggy Ritter
- Adrienne D. Davis
- Donna Wilkinson
- Lelia J. Farr
- John R. Roberts

Signed this 19th day of August 2014



J. Patrick Dougherty, Executive Director

NOTICE OF MEETING BY CONFERENCE CALL

METROPOLITAN ZOOLOGICAL PARK AND MUSEUM DISTRICT

Audit Committee

Pursuant to Section 610.020 of the Revised Missouri Statutes, notice is hereby given that a meeting of the Audit Committee of the Metropolitan Zoological Park and Museum District will be conducted, by conference call, as follows:

Date: August 19, 2014

Time: 3:00 p.m. CST

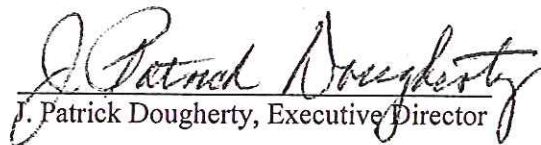
Place: The public may attend and observe the meeting at the following location:

Metropolitan Zoological Park and Museum District
7733 Forsyth Blvd., Suite 550
Clayton, MO 63105

Agenda:

1. Discussion and review of a draft Request for Proposal for the annual audit of the District.
2. The Committee may also hold a closed session, with a closed vote and record, as authorized by Section 610.021 (1), (2) and (3), R.S.Mo., related to legal issues, real estate and/or personnel, negotiation of a contract pursuant to Section 610.021 (12) R.S.Mo., proprietary information pursuant to Section 610.021 (15) R.S.Mo. and/or confidential or privileged communications with our auditor pursuant to Section 610.021 (17) R.S.Mo.

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