

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

St. Louis, Missouri
January 12, 2017

A regular meeting of the Audit Committee of the Metropolitan Zoological Park and Museum District was at the District office, 7733 Forsyth Blvd., Suite 550 at 2:00 p.m. on Thursday January 12, 2017. The primary purpose of the meeting was to review of the proposals received in response to the RFP issued for the Information Technology Security Audit engagement and to review of the proposals received in response to the RFP issued for the Shared Services and Joint Purchasing Consulting engagement.

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 E. Eggmann
Michelle Harris
Thomas C. Mummert

Other persons attending the meeting included: J. Patrick Dougherty, Executive Director and Sharon L. Wilcutt, District employee.

Also in attendance were; Eric Miller, Jennifer Walton and Michael Macek, St. Louis Zoo; Bob Woodruff, Missouri Botanical Garden; and Matthew Hathaway, Saint Louis Art Museum Laura Taylor, St. Louis Science Center, Everett Dietle, Missouri History Museum and Mike Faulk, St. Louis Post Dispatch.

Mr. Eggmann then asked for public comments. No comments resulted.

Approval of Minutes: Mr. Eggmann called for the approval of the minutes from August 3, 2016, Audit Committee meeting. Mr. Mummert moved that the minutes be approved. Ms. Harris seconded the motion. The motion to approve the August 3, 2016 Audit Committee minutes were approved with all members voting 'Aye'.

Mr. Eggmann opened the discussion on the proposals that were received by the District, for the RFP on the Information Technology Security Audit for the District.

Mr. Dougherty informed the committee that the District received fourteen responses to the RFP that was issued for the Information Technology Security Audit. He explained that five or six of the proposals received were from firms within the St. Louis area. An overview of professional references was presented for the firms; Brown Smith Wallace, NIGHTLION Security, BDO, and CliftonLarsonAllen. A discussion ensued.

Mr. Dougherty suggested that one of the conditions for the selection of a firm for consideration could be 'independents', specifically, being independent from providing any professional service to any of the five Subdistricts. A discussion ensued.

A discussion of the vast range of proposed engagement fees (from \$35,000 to \$294,000) received from all of the proposals ensued.

Ms. Harris moved that Mr. Dougherty contact a representative from BDO to negotiate a counter offer for a possible reduction in BDO's proposed fee of \$294,000 to not more than \$200,000, plus expenses. Mr. Mummert

seconded the motion. The motion to contact BDO to negotiation a reduction in their fee was approved with all members voting 'Aye'.

Mr. Eggmann presented the proposal summaries from the two firms that responded to the Shared Services and Joint Purchasing Consulting RFP. He explained that that proposed fees for the engagements ranged from \$60,000 to \$170,000. A discussion ensued.

A suggestion was made to contact the District's Auditor Kerber, Eck & Braeckel, LLP and inquire about any additional suggestions for a shared service consultant.

Mr. Mummert moved that Mr. Dougherty contact a representative from RSM US LLP to negotiate a counter offer for a possible reduction in RSM US LLP proposed fee of \$170,000. In addition, that Mr. Dougherty contact Matrix Consulting Group to clarify some points in their proposal. Ms. Harris seconded the motion. The motion passed unanimously with all members voting 'Aye'.

Mr. Eggmann asked for public comments.

Mr. Macek asked for clarification on the motion made for the bids for Shared Services. A discussion ensued.

Dr. Miller inquired if the District has an updated list and is aware of all of the existing Shared Services with the five Subdistricts. A discussion ensued.

Mr. Woodruff explained that his previous employer conducted shared service consulting for colleges and universities, he further explained that the Botanical Garden continues to operate as efficiently and efftetely as possible in exploring shared services.

There being no other business to come before the Audit Committee, Mr. Mummert moved that the meeting be adjourned. Ms. Harris seconded the motion. The meeting adjourned at 2:35 p.m.

Respectfully submitted,



Sharon L. Wilcutt
Acting Secretary

NOTICE OF REGULAR MEETING

Audit Committee

METROPOLITAN ZOOLOGICAL PARK AND MUSEUM DISTRICT

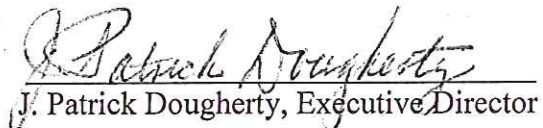
Pursuant to Section 610.020 of the Revised Missouri Statutes, notice is hereby given that a Regular Meeting of the Metropolitan Zoological Park and Museum Audit Committee will be held as follows:

Date: January 12, 2017
Time: 2:00 p.m.
Place: Pierre Laclede Center
7733 Forsyth Boulevard
Suite 550
St. Louis, MO

Agenda:

1. Request the approval of the minutes from the Audit Committee meeting held on August 3, 2016.
2. Discuss and review the proposals received in response to the RFP for the Information Technology Security Audit.
3. Discuss and review proposals received for the RFP issued for firms to provide shared services and joint purchasing consulting.
4. Public Comments
5. The Board may also hold a closed meeting, with a closed vote and record, as authorized by Section 610.021(1), (2) and (3), Revised Statutes of Missouri, relating to legal issues, real estate and/or personnel, negotiation of a contract pursuant to Section 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

Mission Statement

The Mission of the Zoo Museum District is to represent the taxpayers of the District in the careful oversight of the financial affairs of the Subdistricts: Missouri Botanical Garden; Missouri History Museum; Saint Louis Art Museum; Saint Louis Science Center; and Saint Louis Zoo.

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, Suite 550, 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 Toroian Keaggy
- Deborah Peterson
- Elsie Glickert
- Charlene Prost
- 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
- Frank Wolff

Signed this 12th day of January 2017



J. Patrick Dougherty, Executive Director