

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

St. Louis, Missouri
November 18, 2013

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 Monday November 18, 2013. The primary purpose of the meeting was to review the process for the awarding of the Art Museum's agreed-upon procedure.

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

Gloria Wessels
Robert A. Powell

Mr. Campbell was absent. Other persons attending the meeting included: ZMD Board Member Mr. Ben Uchitelle; Bridget Flynn, Communications Department, Saint Louis Art Museum; J. Patrick Dougherty and Sharon L. Wilcutt, District employees.

The Chair asked for any public comments from those in attendance.

Mrs. Wessels explained that the purpose of the meeting was to review the motion made by Mr. Powell at the November 11, 2013 Audit Committee meeting.

Mrs. Wessels asked Mrs. Wilcutt to read the motion:

Mr. Powell made a motion to suspend all work that is being done on the Agreed-upon procedure engagement at the Art Museum until it can be reviewed by the full Board. Mrs. Wessels seconded the motion. The motion passed with Mr. Powell and Mrs. Wessels voting 'aye' and Mr. Campbell voting 'no'.

Mrs. Wessels asked Mr. Powell to review a statement that she prepared, highlights included:

- Audit Committee appointments were made by Mr. Uchitelle without any input from the current Audit Committee Chair;
- Changes were made on September 30, 2013 at a Regular Board meeting with regards to who was to guide the Agreed-upon procedure, without or motion or full Board vote;
- Questions about specific items, length of time required and the cost of the engagement were discussed;
- Questions about the timing of a Request for Proposal were presented;
- Mrs. Wessels suggested that the Agreed-upon procedure be stopped until a full review can be conducted.

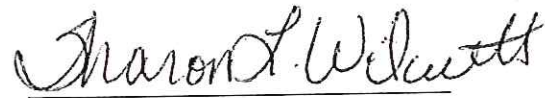
Mr. Powell agreed and suggested that the Audit Committee take all of their concerns to the full Board.

Mrs. Wessels questioned the length of time that the District has engaged our current auditor, Kerber, Eck & Braeckel, LLP.

Mr. Uchitelle suggested that the discussion continue at the Regular Board Meeting that is scheduled for November 19, 2013.

There being no other business to come before the Audit Committee, Mr. Powell moved that the meeting be adjourned. Mrs. Wessels seconded the motion. The meeting adjourned at 12:20 p.m.

Respectfully submitted,

A handwritten signature in cursive script that reads "Sharon L. Wilcott". The signature is written in dark ink and is positioned above a horizontal line.

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 District Board will be held as follows:

Date: November 18, 2013

Time: 12:00 P.M.

Place: Pierre Laclede Center
7733 Forsyth Boulevard
2nd Floor - Conference Room B
St. Louis, MO

Agenda:

1. Review of the process for the awarding of the Art Museum's agreed-upon procedures contract.
2. 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

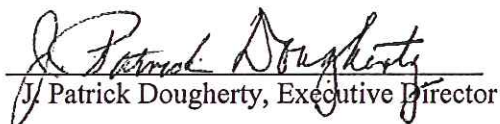

J. Patrick Dougherty, Executive Director

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
- Dale Singer
- Mark Schlinkmann
- Betsey Bruce
- Patrick Brown
- Jeff Rainford
- Pat Westhoff
- Mary Ellen Ponder
- Diane Toroian 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

Signed this 18th day of November 2013


J. Patrick Dougherty, Executive Director