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

St. Louis, Missouri
July 9, 2013

A regular meeting of the Board of Directors was held in the Spink Pavilion at the Missouri Botanical Garden, St. Louis, Missouri on Tuesday July 9, 2013. The meeting began at 11:00 a.m. The primary purpose of the meeting was to review and discuss the 2013 budgets and the 2012 financial statements of the Botanical Garden Subdistrict and the Missouri Botanical Garden ("Garden").

Mr. Tom Campbell, Vice Chair of the Metropolitan Zoological Park and Museum District ("District"), called the meeting to order. In attendance were Missouri Botanical Garden Trustees, Botanical Garden Subdistrict Commissioners and Garden staff including:

<table>
<thead>
<tr>
<th>Missouri Botanical Garden Trustees:</th>
<th>Botanical Garden Subdistrict Commissioners:</th>
<th>Missouri Botanical Garden Staff:</th>
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<tbody>
<tr>
<td>W. Stephen Maritz, Chair</td>
<td>John McPheeters, Chair</td>
<td>Dr. Peter Wyse Jackson</td>
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<tr>
<td>Lelia Farr, Vice Chair</td>
<td>Robert M. Williams, Vice Chair</td>
<td>Robert Herleth</td>
</tr>
<tr>
<td>Daniel Burkhardt</td>
<td>Pamela Shephard, Treasurer</td>
<td>Richard Angevine</td>
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<tr>
<td>Thomas George</td>
<td>Theresa Loveless</td>
<td>Van Clark</td>
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<tr>
<td>Edward Higgins</td>
<td>Brian A. Murphy</td>
<td>Rebecca Ingram</td>
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<tr>
<td>Benjamin Hulsey</td>
<td>Walter Stern</td>
<td>Peggy Lents</td>
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<td>Carolyn Losos</td>
<td>Marjorie Weir</td>
<td>Nancy Lissant</td>
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<tr>
<td>Mabel Purkerson</td>
<td>Hillary Zimmerman</td>
<td>Donna McGinnis</td>
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<tr>
<td>Joseph Shaughnessy</td>
<td></td>
<td>Cheryl B. Mill</td>
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<td>Rick Sullivan</td>
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<td>Katie O’Sullivan</td>
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Upon roll call, the following Board members were present:

Thelma V. Cook
Gloria Wessels
Thomas J. Campbell
Jerome E. Glick

Charles E. Valier
Robert A. Powell – via phone
Ben Uchtelle - via phone

Robert G. Lowery, Sr., was absent. Other individuals attending the meeting included Frank Wolff, Missouri Botanical Garden Legal Counsel; Kathryn Giddings, Botanical Garden Subdistrict Legal Counsel; Tom Curran, St. Louis County Director of Intergovernmental Affairs; Mary Ellen Ponder, Special Assistant to Mayor Slay; Dale Singer, Saint Louis Beacon; David Hunn, St. Louis Post-Dispatch; Michael A. Chivell, District Legal Counsel; and District employees: J. Patrick Dougherty, Sharon Wilcutt and LaQuana Dilworth.

Mr. Campbell asked for public comments from those in attendance. Since there were no public comments, Mr. Campbell asked the representatives from the Missouri Botanical Garden to begin the presentation.
Subdistrict and Botanical Garden Budgets: Mr. Maritz began the discussion with the introduction of Dr. Peter Wyse Jackson. Dr. Wyse Jackson then presented the attendees with a summary of the Botanical Garden’s 2012 operating highlights which included the following:

- The number of Garden Memberships exceeded 44,000;
- Garden Attendance totaled 1,134,671;
- The Lantern Festival attracted 358,199 visitors to the Garden;
- Significant milestones within the Science and Conservation division included the discovery of 131 new plant species; the increase in the number of specimens in the Herbarium to 6,373,010 and the publishing of 156 publications by the research staff;
- Work continued on the World Flora Online and Seed Bank projects;
- The Botanical Garden’s Ridgeway parking lot was recognized as the region’s largest sustainable parking lot;
- The number of visitors to the Kemper Center for Home Gardening totaled 153,868;
- The Master Gardeners’ volunteer hours totaled 31,185;
- Visits to the Garden Help Website totaled 2.8 million;
- 1,815 gardening questions were answered via email;
- The Garden served 267,000 students and teachers; and
- More than 83,000 individuals visited the Garden’s Brookings Interpretive Center.

Mr. McPheeters, Chair of the Botanical Garden Subdistrict, informed the Board that 2013 marks the 30th anniversary of the Garden’s entrance into the Metropolitan Zoological Park and Museum District. He indicated that the Subdistrict Commissioners approved the Garden’s 2013 budget without reservation. Mr. McPheeters emphasized that Subdistrict Commissioners have the ability to review records and evaluate operating information and financial data. Mrs. Wessels inquired about the frequency of Subdistrict Commission meetings. Mr. McPheeters stated that the Commission meets four times each year.

Dr. Wyse Jackson then provided the Board with an overview of the Garden’s 2012 financial results. The topics discussed included the following:

- Total 2012 revenues, including donations and bequests, were reported at $57,675,583. He emphasized that total 2012 revenue exceeded expenses by $1,954,907. The “better than budget” performance was partially due to the success of the Chinese Lantern Festival.
- The Garden maintains a strong bequest program which has averaged $1.5 million in annual unrestricted revenues over the past five years.
- In order to provide the funding for an average 2013 merit salary increase of 3.0% and the additional compensation for staff promotions, budgeted non-personnel expenses were reduced.
- The Botanical Garden carries no debt and management has no plans for near term borrowing. The Garden will continue to maintain its line of credit. The Garden’s credit line was not used in 2012.
- A capital campaign is currently underway. The campaign will support the endowment and capital improvements. The capital improvements involve enhancements at the Spink Pavilion, Linnean House, Perimeter Wall, Japanese Garden and Museum Building. To date, the campaign has generated pledges of $64.5 million.

Mr. Valier asked for clarification regarding the temporarily restricted and unrestricted portion of the endowment. Mr. Angevine, the Garden’s Controller, explained that certain temporarily restricted funds are reserved for specific purposes. An annual endowment harvest of 5% provides funds for operations.
Mr. Valier also requested that management forward additional capital campaign information and data to the District office for the review of Board members.

Mr. Valier asked several questions regarding the Botanical Garden’s governance policies and procedures. Mr. Maritz explained that the Executive Committee of the Board of Trustees is responsible for interviewing, hiring and determining the compensation of the Garden’s senior management, including the President. Mr. Valier asked if any Subdistrict Commissioners are included on the Committee. Mr. Maritz stated that no Commissioners are members of the Committee. Mr. Valier then asked whether public notices were posted prior to each Missouri Botanical Garden Trustee and committee meeting. Mr. Maritz stated that he believed that management complies with the posting requirements at all times. Mr. Valier then asked if any Subdistrict Commissioners are members of the Budget Committee. Mr. Maritz explained that Commissioners are not Budget Committee members; however, Commissioners are welcome to attend the meetings since the meetings are open.

Mr. Valier asked whether the contract between the Botanical Garden Subdistrict and the Missouri Botanical Garden, dated June 7, 1983, had been renewed or amended. Mr. McPheeters stated that the contract renews automatically. Board members’ questions regarding attendance, the Garden’s use of credit cards, voucher reimbursements, parking and comments regarding accessibility for visually impaired citizens were also addressed.

Mr. Campbell thanked Dr. Wyse Jackson, Mr. McPheeters and Mr. Maritz for their participation. Upon completion of the Garden budget presentation, the meeting recessed. Mr. Valier, Mr. Glick and Mrs. Wessels left the meeting. Within a few minutes, Mr. Campbell called the meeting to order.

Mr. Campbell requested a roll call; the following Board members were present:

Thelma V. Cook
Thomas J. Campbell
Robert G. Lowery, Sr. – via phone

Robert A. Powell – via phone
Ben Uchitelle - via phone

Approval of Minutes: Mr. Campbell called for the approval of the minutes from the regular Board meeting held on May 29, 2013. Mr. Uchitelle moved that the minutes be approved and Mrs. Cook seconded the motion. A roll call vote was taken: Mrs. Cook, Mr. Campbell, Mr. Uchitelle (via phone) Mr. Powell (via phone) and Mr. Lowery (via phone) voting ‘aye’. The motion to accept the May 29, 2013 minutes was approved with five members voting ‘aye’.

Executive Director’s Report: Mr. Dougherty reported that, as of July 8, 2013, the balances in the District controlled bank accounts approximated $21.5 million and included:

<table>
<thead>
<tr>
<th>Account for the benefit of:</th>
<th>Amount</th>
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<tbody>
<tr>
<td>Zoological Park Subdistrict</td>
<td>$200,065.08</td>
</tr>
<tr>
<td>Art Museum Subdistrict</td>
<td>$13,292,781.07</td>
</tr>
<tr>
<td>St. Louis Science Center Subdistrict</td>
<td>$86,692.43</td>
</tr>
<tr>
<td>Botanical Garden Subdistrict</td>
<td>$4,373,979.41</td>
</tr>
<tr>
<td>Missouri History Museum Subdistrict</td>
<td>$1,002,477.99</td>
</tr>
<tr>
<td>District Operating Fund</td>
<td>$2,586,372.21</td>
</tr>
</tbody>
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Mr. Dougherty then presented the District’s internal financial statements for the months of May 2013. There was no discussion regarding the contents of the report.
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Mr. Dougherty then reviewed the computation of the District’s 2012 “excess administrative revenue” and reported that the previously approved distributions to the Zoological Park, Art Museum and Science Center Subdistricts had been completed. He continued by stating that the maximum “excess administrative revenue” distribution available to the Botanical Garden Subdistrict and the Missouri History Museum Subdistrict totaled $448,236.28 and $448,224.36, respectively.

Mr. Uchitelle made a motion that the District distribute the maximum allocation ($448,224.36) of the District’s 2012 “excess administrative revenue” to the Missouri History Museum Subdistrict. Mr. Powell seconded the motion and a roll call vote was taken. Mrs. Cook, Mr. Campbell, Mr. Uchitelle (via phone), Mr. Powell (via phone) and Mr. Lowery (via phone) voted ‘aye’ and the motion passed unanimously.

Mr. Uchitelle then made a motion that the District distribute the maximum allowable allocation ($448,236.28) of the District’s 2012 “excess administrative revenue” to the Botanical Garden Subdistrict. Mrs. Cook seconded the motion and a roll call vote was taken. Mrs. Cook, Mr. Campbell, Mr. Uchitelle (via phone), Mr. Powell (via phone) and Mr. Lowery (via phone) voted ‘aye’ and the motion passed unanimously.

Report of Legal Counsel: Mr. Chivell had no report.

Finance/Audit Committee Report: Mr. Campbell reported that during the June 5, 2013 Committee meeting, the members narrowed the number of potential providers of board training to two individuals. These potential providers are Barry Rosenberg and Dan Sise. Mr. Sise and Mr. Rosenberg will attend the August 13, 2013 Board meeting to provide Board members with details regarding their proposed training programs.

Old Business: There was no old business.

New Business: There was no new business.

The Vice Chair then asked for public comments from those in attendance; no comments resulted.

There being no further business, Mr. Campbell moved that the meeting be adjourned. Mrs. Cook seconded the motion and a roll call vote was taken. Mrs. Cook, Mr. Campbell, Mr. Uchitelle (via phone), Mr. Powell (via phone) and Mr. Lowery (via phone) voted ‘aye’ and the motion for adjournment passed unanimously.

Mr. Campbell announced that the next regular Board meeting will be held at the District office on Tuesday August 13, 2013 at 12:00 p.m.

The meeting adjourned at 12:35 p.m.

Respectfully submitted,

[Signature]

Secretary