

CODE OF ETHICS FOR THE METROPOLITAN ZOOLOGICAL PARK AND MUSEUM DISTRICT

Article I

Declaration of Policy

The proper operation of government requires that public officials and employees be independent, impartial and responsible to the people. Decisions and policy of a governmental entity must be made in the public interest independent of personal financial interests and/or personal gain. The public must have confidence in the integrity of its government. In furtherance of these principles, Board Members (as defined hereinafter) and employees of the Metropolitan Zoological Park and Museum District ("District") shall avoid conflicts of interest by adhering to this Code of Ethics ("Code of Ethics"). Likewise, Commissioners (as defined hereinafter) and employees of the Subdistricts (as hereafter defined) and Trustees, Directors and employees of the Subdistricts' Related Nonprofits (as defined hereinafter) shall also avoid conflicts of interest. Board Members, Commissioners and Trustees, and also employees of the District, Subdistricts and Related Nonprofits, at all times must seek to avoid conflicts of interest. Thus, the selection of suppliers, consultants and others who supply goods and services to the District, Subdistricts or Related Nonprofits, must be based solely on appropriate considerations such as qualifications, competitive price and reputation, and not on personal gain or personal or familiar relationships.

Article II

Governing Law and Standards

In all aspects of their operations, the standards of conduct applicable to Board Members of the District and Commissioners of the Subdistricts shall be commensurate with the standards of care, loyalty and full disclosure applicable to a fiduciary or trustee who is responsible for acting in good faith in the handling of the property or the funds of others. Such conduct shall be judged on the basis of appropriate legal and ethical standards and applicable laws including any organizational code of ethics.

Article III

Definitions

As used in this Code of Ethics, the following terms shall have the meanings indicated:

“Affiliated Business” – A private organization, corporation, trust or foundation in which a Board Member, a District employee, a Commissioner, or a Subdistrict employee, or any of their spouses, holds an Interest, and any organization that is a parent entity, subsidiary, commonly controlled, supporting organization, or supported organization of such private organization, corporation, trust or foundation. The term does not include the Related Nonprofits, as hereinafter defined.

“Board” – The governing body of the District or a Subdistrict.

“Board Member” – An individual appointed to the Board of the District pursuant to applicable law.

“Business Transaction” – Business transactions wherein Compensation is to be exchanged including, but not limited to, employment and contracts of sale, lease, license, and performance of services. The term shall include overt steps taken to secure any such business transaction, and shall not include contracts for the sale of electricity, natural gas, water or sewer services by a public utility to the District, a Subdistrict or a Related Nonprofit.

“Commissioner” – An individual appointed to the Board of a Subdistrict pursuant to applicable law.

“Compensation” – Wages, commissions, fringe benefits, royalties, honoraria, fees, and any and all other direct or indirect remuneration, including gifts, favors or other things of value that are substantial in nature.

“Conflict of Interest” – Any Business Transaction that contemplates the payment of Compensation by the District, a Subdistrict or a Related Nonprofit, in the aggregate within a calendar year, reasonably valued at \$200.00 or more; provided, however, that refreshments and meals provided at Board or Trustee meetings and other incidental items of nominal value (such as passes to

Subdistrict exhibits or programs) will not be taken into account for purposes of this definition.

“Interest” – Direct or indirect ownership interest of ten percent (10%) or more of all outstanding equity, other pecuniary interest that reasonably can be valued at ten thousand dollars (\$10,000) or more, or employment the remuneration for which reasonably can be valued at five thousand dollars (\$5,000) or more. However, serving as an uncompensated member or officer or director of a governing board of an organization does not constitute an Interest in that organization.

“Professional Service Providers” – An individual, sole proprietor, partnership, company or limited liability company that provides legal or accounting/audit services to the District.

“Related Nonprofit” - The Missouri Historical Society, a Missouri benevolent corporation, which is associated with the History Museum Subdistrict; and the Missouri Botanical Garden, a perpetual not-for-profit trust established in 1889 by Henry Shaw and authorized by the General Assembly of the State of Missouri, which is associated with the Botanical Garden Subdistrict; or any other similar nonprofit organization that functionally has as its primary purpose the support of an affiliated Subdistrict and that receives, through contract or otherwise, revenue from that associated Subdistrict.

“Subdistrict” – One of the cultural institutions, formed pursuant to Chapter 184 of the Revised Statutes of Missouri, that receives tax revenue from the District.

“Trustee” – An individual serving in the capacity of a member of the Board of Trustees, Board of Directors or other governing body of a Related Nonprofit.

Article IV

Avoidance of Conflicts of Interest

In order to avoid Conflicts of Interest, Board Members, District employees and District Professional Service Providers must be sensitive to certain circumstances in which a perceived or actual Conflict of Interest may exist. Accordingly, the involvement of Board Members or District employees or District Professional Service Providers in the following types of matters that constitute Conflicts of Interest, or potential Conflicts of Interest, will require disclosure in accordance with the procedures outlined hereinafter:

1. A Business Transaction between the District and (a) a Board Member, (b) a District employee, or (c) any Affiliated Business of a Board Member or District employee; provided, however, that this category shall not include the terms and conditions of the Board Member's service on the Board or the employment relationship between the District and a District employee.
2. A Business Transaction between a Subdistrict or a Related Nonprofit and (a) a Board Member, (b) a District employee, (c) any Affiliated Business of a Board Member or District employee, or (d) a District Professional Service Provider; provided, however, that this category shall not include the terms and conditions of the Board Member's service on the Board, the employment relationship between the District and a District employee or a Professional Service Provider's ordinary scope of professional services for the District (meaning legal services by District counsel and accounting/audit services by the District's CPAs) or a contract in which the District and/or Subdistrict and/or Related Non-profits are signatories which has been approved by the District Board.
3. An engagement by a third party of (a) a Board Member, (b) a District employee, (c) any Affiliated Business of a Board Member or District employee, or (d) a District Professional Service Provider to assist the third party in obtaining a Business Transaction with the District, a Subdistrict or a Related Nonprofit.
4. Simultaneous service as a Board Member and either a Commissioner or a Trustee.
5. Service as a Commissioner or Trustee by a District employee or a spouse of a Board Member.

Board Members, District employees and District Professional Service Providers shall: avoid any actual Conflicts of Interest; maintain the highest ethical standards; and promptly disclose any potential Conflicts of Interest, in writing, to the Executive Director and Board Chairperson of the District. In like fashion, Commissioners of a Subdistrict and Trustees of the Subdistrict's Related Nonprofit shall avoid any actual Conflicts of Interest relative to the Subdistrict; shall maintain the highest ethical standards; and promptly shall disclose any potential Conflicts of Interest relative to the Subdistrict, in writing, to the Executive Director and Board Chairperson of the Subdistrict.

In order for an individual to violate the Code(s) of Ethics contemplated hereunder, the individual must have actual knowledge of the circumstances from which an alleged violation arises.

Article V

Disclosure and Recusal by Board Members

- a. At such time that a Board Member has knowledge of a potential or an actual Conflict of Interest, that person shall immediately contact the District Executive Director and the Board Chairperson and disclose all information that would be materially pertinent to assessing whether a Conflict of Interest exists. The Executive Director shall inform the District Board and thereafter shall (a) conduct an independent investigation of the facts surrounding the Conflict of Interest (and, in the Executive Director and Board Chairperson's discretion, involve the District's legal counsel in the investigation), and (b) place on the agenda for the next regularly scheduled District Board meeting the Executive Director's report to the Board of all findings of the investigation. At such meeting, the Board will instruct the Executive Director whether to report the actual or potential Conflict of Interest to the jurisdiction that appointed the Board Member involved with the actual or potential Conflict of Interest.
- b. Once a potential or actual Conflict of Interest is known to exist, the Board Member involved will promptly withdraw from all discussions (other than to resolve the Conflict of Interest) and actions by the Board involving the facts underlying the potential or actual Conflict of Interest (or, to the extent the Conflict of Interest involves a Subdistrict or the Related Nonprofit that is associated with the Subdistrict, from all discussions - other than to resolve the Conflict of Interest - and actions by the Board regarding that Subdistrict and the Related Nonprofit associated with it). Once the Conflict of Interest no longer exists, the foregoing restrictions on the Board Member's participation will cease.

Article VI

Financial Disclosures

All Board Members and District Employees, and all Commissioners, Trustees and Subdistrict employees annually shall disclose and file all financial disclosures required of them by the laws, regulations or ordinances of the State of Missouri, including without limitation Section 105.450 – 105.498 of the Revised Statutes of Missouri, St. Louis County and the City of St. Louis.

Each Board Member, within thirty (30) days after appointment to the District, and annually thereafter by January 31, shall file a statement with the Executive Director setting forth the following information:

1. The name and address of the Board Member.
2. The name and address of each employer from whom the Board Member, that person's spouse or dependent children received \$10,000.00 or more in the preceding calendar year.
3. Every sole proprietorship owned by the Board Member, that person's spouse or dependent children.
4. Each general partnership and joint venture in which the Board Member, that person's spouse or dependent children have a ten percent (10%) or greater ownership interest or share in the profits of such entity.
5. The name(s) of any closely held corporation, limited liability company or limited partnership in which the Board Member, that person's spouse or dependent children have a ten percent (10%) or greater ownership interest or share in the profits of such entity.
6. The name(s) of and address of any publicly traded corporation or limited partnership in which the Board Member, that person's spouse or dependent children have a two percent (2%) interest in any class of stock, units or other outstanding equity interest.

7. The name and address of any corporation (for profit or non-profit) or limited liability company in which the Board Member, that person's spouse or dependent children serve in the capacity of director or officer.

The Executive Director of the District also shall disclose within thirty (30) days after commencement of employment, and thereafter annually by January 31, the following information:

1. The name and address of each of the employers of the Executive Director from whom income of one thousand dollars (\$1,000) or more was received during the year covered by the statement.
2. The name and address of each sole proprietorship that the Executive Director owned; the name, address and the general nature of the business conducted of each general partnership and joint venture in which the Executive Director was a partner or participant; the name and address of each partner or co-participant for each partnership or joint venture unless such names and addresses are filed by the partnership or joint venture with the Missouri Secretary of State; the name, address and general nature of the business conducted of any closely held corporation or limited partnership in which the Executive Director owned ten percent (10%) or more of any class of the outstanding stock or limited partnership units; and the name of any publicly traded corporation or limited partnership that is listed on a regulated stock exchange or automated quotation system in which the Executive Director owned two percent (2%) or more of any class of outstanding stock, limited partnership units or other equity interests.
3. The name and address of each corporation for which the Executive Director served in the capacity of a director, officer or receiver.

All of the above-described disclosures shall be maintained at the District's offices and shall be available for public inspection pursuant to applicable law.

Article VII

Subdistrict Ethical Standards of Conduct

In all aspects of their operations, the standards of conduct applicable to the Commissioners of the Subdistricts shall be commensurate with the standards of care,

loyalty and full disclosure applicable to a fiduciary or trustee who is responsible for acting in good faith in the handling of the property or the funds of others, in this case the taxpayers of the District. Such conduct shall be judged on the basis of appropriate legal and ethical standards to insure that the conduct of the Subdistricts' affairs, whether carried on directly or through Related Nonprofits, is consistent with the policy and standards of the District.

While it is understood that the powers granted to the District do not authorize any interference with the operations of the Subdistricts, it shall be the policy of the District to take into consideration any violations of the foregoing guidelines by the Subdistricts or Related Nonprofits in the process of (i) reviewing budgets of the Subdistricts; (ii) annually setting tax rates; or (iii) scheduling elections for increased tax rates as may be requested by a Subdistrict from time to time. The District considers its responsibility for levying taxes and disbursing taxpayers' funds to include the authority to restrict such funds where there are violations of the letter or the spirit of the applicable requirements or standards hereunder.

The District expects each Subdistrict to adopt policies and procedures to implement the policies contemplated in this Code of Ethics. All individual disclosure statements and reports submitted to the Subdistricts or their Boards under such policies and procedures shall be submitted by the Subdistricts to the District and shall be reviewed by the District Executive Director who shall bring all items of concern to the attention of the District Board.

Article VIII

Financing by Subdistricts

Whenever it becomes necessary for a Subdistrict to utilize a third party for the purpose of financing through debt the expansion or development of a facility of the Subdistrict, which facility has been or is expected to be benefited by tax revenue, the District Board shall be given reasonable advance notice by the Subdistrict, in writing, of the proposed transaction and the terms and conditions thereof. If the financing should reasonably require a conveyance or transfer of assets from the Subdistrict to a third party, it shall be expected that such conveyance or transfer shall be of a provisional nature, such that upon completion of the financing of the expansion and payment of the indebtedness,

the new facility shall be returned to the Subdistrict, thereby restoring the ownership of the facility to the Subdistrict.

Article IX

Annual Actions

Each Board Member annually, by January 31, shall sign a conflict statement proscribed by the District and a statement which affirms such person:

- a. Has received a copy of the District Code of Ethics,
- b. Has read and understands the District Code of Ethics,
- c. Has agreed to comply with the District Code of Ethics,
- d. Has agreed to comply with the disclosure and recusal requirements contained in the Code of Ethics,
- e. Has agreed to file all financial disclosures to the extent required of the Board Member by applicable Missouri, City of St. Louis and St. Louis County laws, regulations and ordinances, and
- f. Understands the District is a governmental organization and serves the interest of taxpayers of the City of St. Louis and St. Louis County.

This Code of Ethics will be reviewed by the Board on an annual basis.