

Museum of Lake Minnetonka

Minutes of the Special Meeting - Approved

May 22, 2023

May 22, 2023 / 7:00PM / Pique Travel Building, Excelsior

MLM DIRECTORS PRESENT:

Tom McCarthy, Scott McGinnis, Aaron Person, Liz Van Dam, Jeff Cotter, Sue Paulson. Absent: Steve Albrecht (out-of-town.)

MLM MEMBERS PRESENT:

Mike Bash, Mark Berno, Jeff Bipes, Brad Blasing, Jeff Cotter, Chris Dovolis, Juli Englander, Fred Fey, Cameron Guthrie, Bob Hagstrom, Bob Hilton, Joanie Holst, Ken Kaiser, Jeff Magnuson, John Malakowsky, Jill McCarthy, Tom McCarthy, Scott McGinnis, Jack McMullin, John Palmer, Sue Paulson, Aaron Person, Dave Peterson, Sharon Provost, Larry Sharpe, Tom Skramstad, Lisa Stevens, Robert Thurn, Bob Torkelson, Liz Vandam, Bruce Warner.

NON-MEMBERS PRESENT:

Gina Soucheray

Tom McCarthy welcomed members to this Special Meeting of the MLM membership. Upon establishing that the 31 members present at the meeting fulfilled the requirements for a quorum, McCarthy called the meeting to order at 7:01 PM. (MLM ByLaws define a quorum for a Special Meeting to be the lesser of 20 members or 10% of the membership which totaled 102 - i.e., only 11 members were required).

McCarthy reviewed the meeting's two-fold purpose as detailed in the Special Meeting's official notice:

1. Provide a brief update on efforts to resume operations, and
2. Vote upon the proposed Plan of Consolidation of the four partner historical nonprofit organizations.

Brief Update on Efforts to Resume Operations

The update focused on three areas: Preservation (i.e., maintenance), New Launch Site, and New Home Dock.

Preservation

McCarthy reported the maintenance team had made significant progress on most items of attention identified in the 2022 Condition and Value Survey. Remaining to be addressed were the replacement of five ribs and two stern planks that meet at the torpedo stern immediately below the waterline (one on Port (one on the Port side, one on Starboard). Bottom paint also needed to be removed. He summarized the Board's effort to secure a quarterly grant this Spring to fund blasting the bottom paint from the hull, however MNHS denied the application feeling the blasting and timber replacements should be funded as a single, larger grant.

Despite the Board's desire to retain existing financial reserves for the development of a new launch site, opted to proceed with blasting without grant funding. Doing so would enable the maintenance team to continue working and would also uncover any hidden issues with the hull (beyond the ribs and stern planks) that should be incorporated into the large grant application. Using monies the Board negotiated as part of an agreement to terminate the old Pier and Easement Access Agreement (for the former dock at Bayview), the blasting work was conducted May 1st & 2nd - revealing that four additional bottom planks at the stern had significant rot.

New Launch Site

The effort to develop a launch ramp at the George Street fire lane has been tabled for now due to the inability to resolve logistical issues of transporting the boat safely from the barn to the fire lane. McCarthy reported the Board was now focused on developing a comprehensive plan for an alternative site which is free of these logistical issues. It was announced that wsb Engineering has agreed to become MLM's Official Engineering Partner

for the new site. wsb will contribute survey and planning work, construction estimates, assistance with grants applications, etc. The Board is hopeful that the comprehensive plan will be finalized by end of summer, at which time it can be shared with the city, MCWD, LMCD, DNR and the community for feedback. This will also allow the Board to begin public awareness and fundraising efforts.

New Home Dock

McCarthy shared that Excelsior's City Council had acted to condition approval of the permit for the new Excelsior Flats condo project on the developer extending a lease to *Minnehaha* for a new slip at the Excelsior Marina (where the boat was docked in 2019). McCarthy noted that the lease - yet to be negotiated - would not be a free, however the developer indicated that a discounted rate would be offered to *Minnehaha*. MLM will continue to explore alternative home dock locations; however, it now appears that we have one home dock option.

McCarthy deferred all questions regarding the brief update to be saved until after the meeting - stating that the focus of the Special Meeting should instead be on the second agenda item: Consolidation.

Proposed Plan of Consolidation

McCarthy introduced the MLM Board members in attendance and then he introduced the members appointed by the Boards of the partner historical organizations to serve on the Board of the new LMHS if approved: Liz Van Dam, and Jeff Magnuson from Westonka Historical Society, Sharon Provost and Tom McCarthy from MLM, Aaron Person and Joanie Holst from Wayzata Historical Society, Scott McGinnis and Lisa Stevens from Excelsior-Lake Minnetonka Historical Society.

McCarthy then summarized the effect the Plan of Consolidation, if approved as proposed, from several perspectives: legal, membership, governance e and Steamboat *Minnehaha*. He then reviewed the voting process and called for a motion.

MLM member Bob Torkelson moved "*to approve the proposed Plan of Consolidation of the Excelsior-Lake Minnetonka Historical Society, the Museum of Lake Minnetonka, the Wayzata Historical Society, and the Westonka Historical*

Society to form the Lake Minnetonka Historical Society...a new Minnesota nonprofit organization, pursuant to Minnesota Statutes, Chapter 317A.” The motion was seconded by MLM member Bob Hagstrom. McCarthy then restated the motion and opened the floor to discussion.

Discussion included concerns about whether all four historic entities were needed to vote for the consolidation. The Plan of Consolidation as approved by the Boards and publicized to the membership, stipulates the consolidation is for all four of the partners. The viability of the new organization is a function of the economies of scale from the participating partners - whether or not consolidation could be viable with only three partners would depend on which three, etc. Aaron Person commented that this would require revising the Plan of Consolidation, resubmitting it to the membership, and holding another Special Meeting.

John Palmer asked about the funds for restoration for the steamboat. McCarthy reassured that the new LMHS viewed Steamboat *Minnehaha* to be a focal point of the new organization and was fully committed to its return to operation.

Joanie Holst (MLM member and Joint Committee member) described how the consolidation of the organizations will dissolve the boundaries of the lake communities and create more connection.

Liz Van Dam made the comment that the Steamboat *Minnehaha* is beloved by everyone in the Minnetonka lake community.

Jeff Cotter commented on bringing unity and viability with the consolidation.

Bruce Warner commented that he is ready to see the *Minnehaha* in the water.

Larry Sharpe shared concerns about the three associations gaining a liability in the Steamboat. McCarthy informed the members that the three associations are aware of the liabilities and welcome the opportunity to showcase the *Minnehaha* as a historic focal point for the area.

Warner then called the question and McCarthy instructed members to cast their paper ballots. Ballots were collected and counted by Tom Skramstad and Mark Berno. Final count: 31 votes YEA's to Approve the Plan of Consolidation; zero NAY's to Reject the Plan of Consolidation. McCarthy declared the motion approved.

Motion to adjourn made by Larry Sharpe; seconded by Bob Hagstrom. Motion approved without objection. Meeting adjourned at 8:10 PM.

Submitted by Sue Paulson

Secretary