

**Wayzata City Council Workshop Meeting Agenda
Wayzata City Hall Community Room, 600 Rice Street
Tuesday, July 5, 2016**

WORKSHOP TOPICS FOR DISCUSSION:

Discussion of Boatworks request for landscaping modification in adjacent parking lot (**5:15 PM**)

Page 2

Discussion regarding Lake Effect Scope, Establishment of Conservancy, and Recommended Next Steps (**Approximately 5:45 PM or immediately following**)

Page 10

Memo to: Mayor, City Council & City staff

Date: 6/28/16

From: Rick Born, Boatworks II, LLC

Re: Boatworks II, LLC request for landscaping modifications in shared parking lot west of the Boatworks building

Boatworks II, LLC is requesting a few modifications to the parking and landscaping in the shared parking space west of the Boatworks building. Our request is outlined below:

The basic proposal involves removal of two oak trees and parking island at the north end of the parking spaces that are primarily on Boatwork property and eight maple trees that are on the center median between the Boatworks building and the marina.

The two oak trees would be replaced by two "Proof of Parking" stalls that were part of the original Boatworks redevelopment approvals in 1996, and a donation to the city of \$1,400 for four new trees (\$350/tree) to be planted by the city in the beach/marina area.

The eight maple trees would be replaced by four trees of the cities choice planted in special designed 59" x 59" x 35" Treetec Nordic CorTen tree tubs manufactured by STREETLIFE of the Netherlands. The tree tubs allow for the trees to be relocated for special events held in the Boatworks/Beach/Marina parking area, such as the James J. Hill event, and can be used to enhance other areas of the city during special events where supplemental natural landscaping would enhance the experience of those events. The four tree tubs would be purchased and installed by Boatworks II, LLC, and donated to the city. The Treetec Nordic System is specially designed to sustain trees in heavy frost zones that have harsh long winters. The tree tubs would be connected to the existing lawn sprinkler system via a drip irrigation system and incorporate heating cables with capillary columns to provide sufficient irrigation and oxygenation (see attached product literature). Boatworks II, LLC will warrantee the trees survival for two years after the initial installation. In addition to the four movable tree tubs, Boatworks II, LLC would donate an additional \$2,800 for eight additional trees (\$350/tree) to be planted by the city in the beach/marina area. Boatworks II, LLC would also donate \$1,000 for additional low shrubbery to be planted by the city in the median area.

Due to the fact that the existing trees are right over sewer, water and electrical lines, city staff has requested that they be allowed to remove the tree stumps. Boatworks II, LLC would reimburse the city for the time it takes to do that work. If you have any questions on the above please feel free to give me a call, or you can call my consultant Terry Schneider (612-720-7667).

Rick Born
Boatworks II, LLC
952-404-2676

SHEET PILE RETAINING WALL

Property

Remove conc. curbing, and existing oak trees donate \$1,400 to city for four new trees at a location selected by the city. Repave and stripe disturbed area.

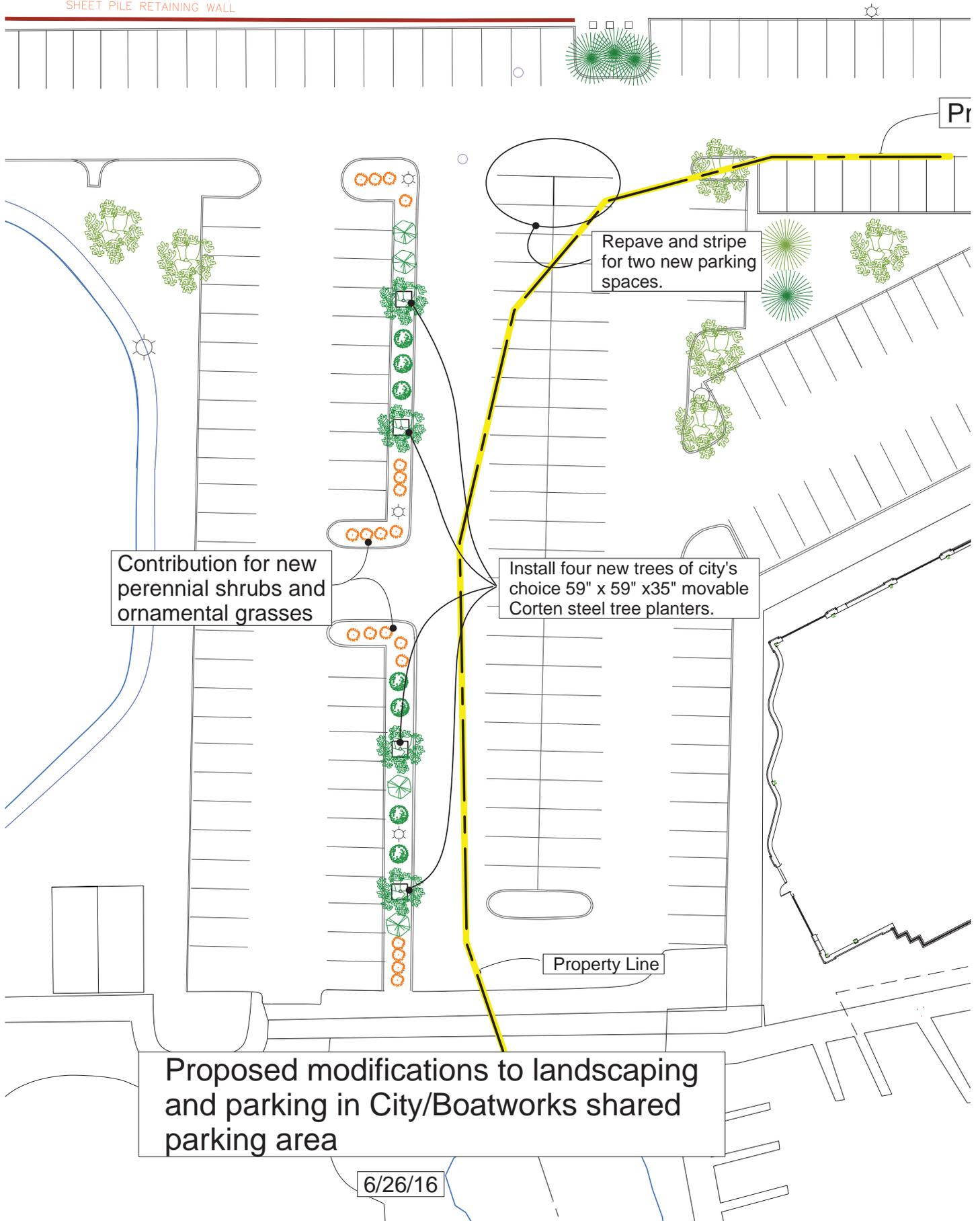
Remove four maple trees

Remove four maple trees

Property Line

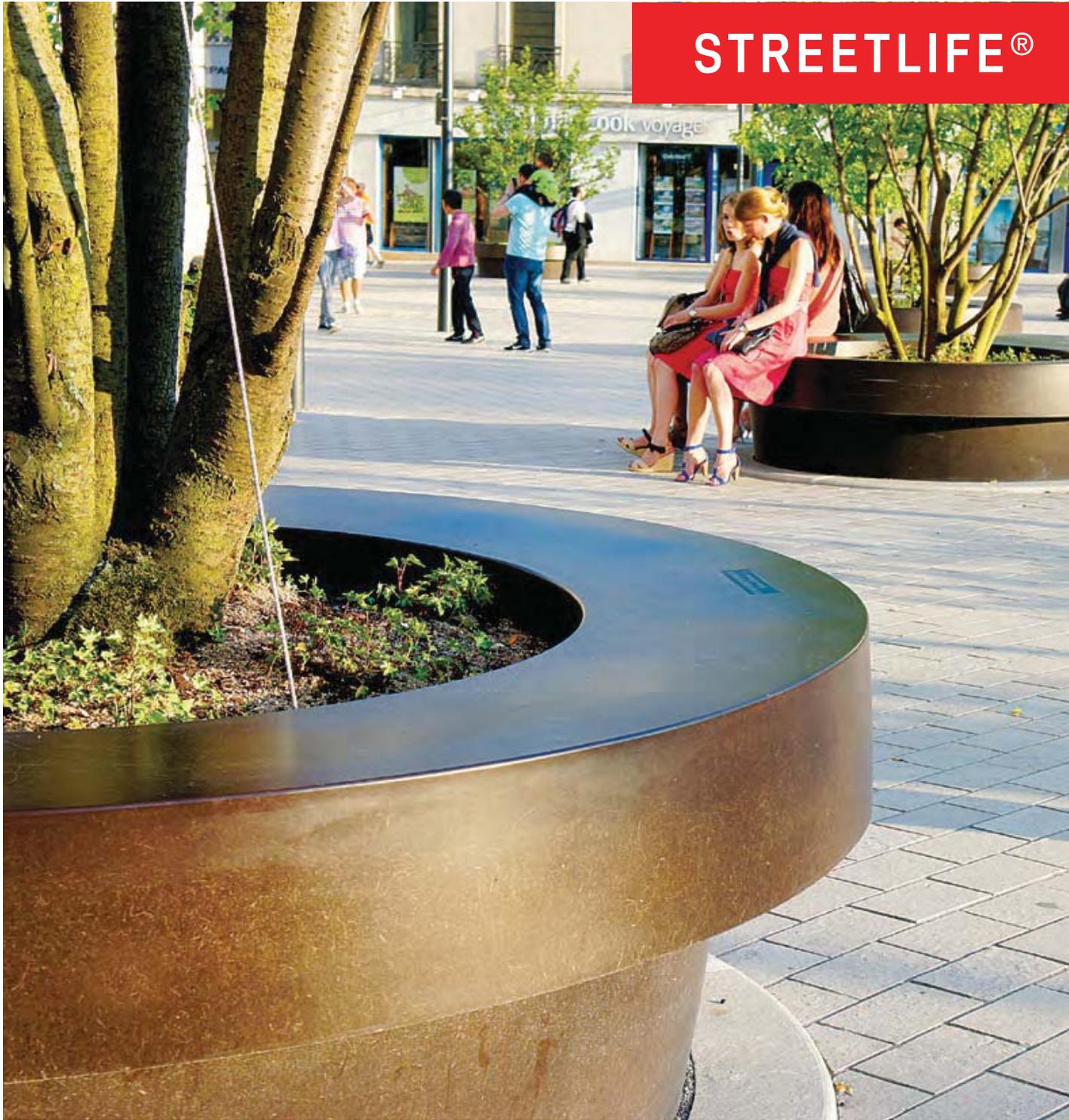
Proposed removal modification to landscaping in City/Boatworks shared parking area

6/26/16



Tree Products

Collection 2014 - 2015



STREETLIFE®



Tree Tub Technology

Years of research and experience with countless urban projects have resulted in the Treetec® system which is applied in Streetlife's tree tubs. Streetlife collaborates with alliance partner BSI Bomenservice BV in projects involving sustainable and urban greenery. The Treetec® treecare system enables trees in tree tubs to develop properly. In this way, you can apply sustainable greenery and urban trees at any urban location, building, parking decks, viaduct or roof terrace.

The Treetec® **wall construction** ensures sufficient thermal insulation and prevents damaging variations in temperature. As well as water, trees also require a sufficient supply of oxygen to their roots. The Treetec® wall construction ensures oxygen circulation around the root ball on the inside of the tub.

Each Streetlife tree tub has facilities to fix small and large root balls in the tree tub. This invisible **root ball anchoring** prevents any lop-sided growth of the tree.

Every Streetlife tree tub is designed in such a way that the tub and the tree are easily **relocated**. Depending on the size of the tree tub, this may be done with a fork-lift truck or with a crane (with standard counterweights or hoisting band set). One should calculate for 1700 kg per m³ with a damp substrate.

Trees in tubs require a measured composition of the **substrate**. We have had success using a compound of potting compost and sand supplemented with additives. We recommend using ground covering, e.g. ivy matting or tree grids. Green ground covering creates an aesthetically appealing effect, insulates the soil's top surface, and prevents it from drying out and dirt from accumulating.

Compact urban spaces have an increasing need for sustainable shrubbery and landscaping on deck patios and roofs. However, these structures are often limited to a maximum uniformly distributed load of 500 kg/m². Using lightweight decking and planters filled with a low-density substrate provides an affordable and sustainable way to plant trees on roofs. High-rise buildings are subject to high wind loads. Once tree types and planters have been selected, Streetlife can provide advice about wind load calculations based on statistical assumptions for various tree types.

Treetec® Basic, Treetec® Bottom Up and Nordic® system are standardized tree care systems that can be integrated with Streetlife's range of professional tree planters. Treetec® systems ensure adequate insulation, oxygen circulation, root ball fixing, irrigation and excess water drainage. Capillary tubes in the Treetec® kit provide improved water circulation that significantly reduces the frequency with which watering and maintenance are required in the growing season.

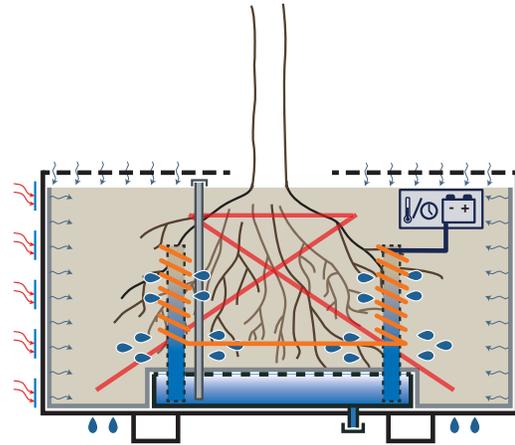
Please refer to p. 10B for **Treetec® schematic** diagrams and specifications. Treetec® systems and Streetlife tree planters are intellectual property protected by filed patents and designs. Several factors determine whether trees grow successfully in a planter, e.g. tree type, substrate, maintenance, pruning and watering.

Please refer to the **tree table** to help make the right choice of tree type.

Treetec® Nordic

With the Treetec® Nordic System, it is also possible to sustainably grow trees in planters in heavy frost zones. Nordic is a new addition to the Treetec® Bottom Up System. In climates with very harsh and long winters, such as in parts of Scandinavia and Canada, trees can dehydrate quickly due to a lack of water. The delicate, early sunshine of spring is often insufficient to reactivate the sap streams in time as a result of the soil having been frosted for too long. By integrating heating cables with the capillary columns, sufficient irrigation and oxygen circulation is made possible.

Incorporating a battery box in the tree planter ensures that the trees remain mobile. Streetlife, Alnarp SLU University of Agricultural Sciences (SE) and Malmö BiodiverCity are currently conducting further research to optimise the Treetec® Nordic System.



TTNO-4, Treetec® with four capillary columns and Nordic System.



Treetec® Nordic System, equal to Treetec® Bottom Up (1 up to 7):

8. Heating cables integrated with capillary columns.

9. Battery box for large battery and optional operating unit.

The battery only has to be present for a limited period to be connected by the greenery manager.

A root ball that was developed with the Treetec® Bottom Up System provides valuable information. The photo clearly shows the capillary columns accommodated by the roots as well as the young root growth. After between six and 18 months, the capillary columns have become the central supply channels for healthy root development, ensuring adequate irrigation and oxygen circulation. The Treetec® wall construction has helped healthy young roots to grow around the root ball.

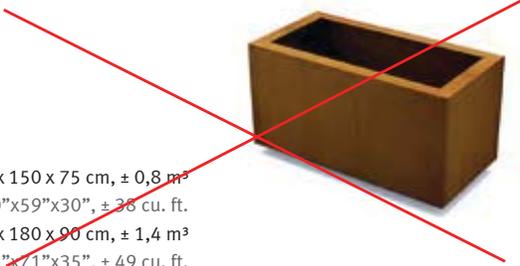
CorTen Shrubtubs



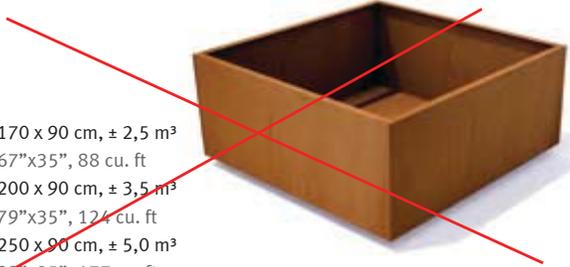
~~STUB-75 x 75 x 60 cm, ± 0,35 m³
- 30"x30"x24", ± 12 cu. ft.
STUB-90 x 90 x 90 cm, ± 0,7 m³
- 35"x35"x35", ± 25 cu. ft.~~



STUB-150 x 150 x 90 cm, ± 2 m³
- 59"x59"x35", ± 71 cu. ft.
STUB-150 x 150 x 105 cm, ± 2,25 m³
- 59"x59"x41", ± 79 cu. ft.
STUB-150 x 150 x 120 cm, ± 2,5 m³
- 59"x59"x47", ± 88 cu. ft.

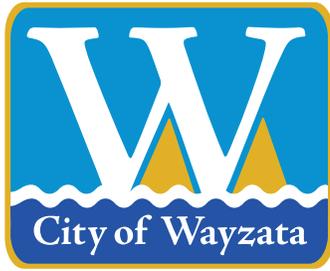


~~STUB-75 x 150 x 75 cm, ± 0,8 m³
- 30"x59"x30", ± 38 cu. ft.
STUB-90 x 180 x 90 cm, ± 1,4 m³
- 35"x71"x35", ± 49 cu. ft.~~



~~STUB-170 x 170 x 90 cm, ± 2,5 m³
- 67"x67"x35", 88 cu. ft.
STUB-200 x 200 x 90 cm, ± 3,5 m³
- 79"x79"x35", 124 cu. ft.
STUB-250 x 250 x 90 cm, ± 5,0 m³
- 98"x98"x35", 177 cu. ft.~~





City of Wayzata
600 Rice Street
Wayzata, MN 55391-1734

Mayor:
Ken Willcox

City Council:
Bridget Anderson
Johanna McCarthy
Andrew Mullin
Steven Tyacke

City Manager:
Jeffrey Dahl

Date: June 29, 2016

To: Mayor Willcox and City Council Members

From: Jeffrey Dahl, City Manager
Jeff Thomson, Planning and Building Director
Mary deLaittre, Consultant

Subject: Recommendations on Lake Effect Scope, Sequencing, and the Establishment of the Conservancy for July 5 Workshop

Background

Upon approval of the Lake Effect Signature Park Project (Lake Effect Park) schematic design in May, staff was directed to come back to the Council with recommendations on what components of the approved schematic design the Council should move forward with or, more simply put, recommend a realistic scope and sequence of the project.

In addition to defining the scope and sequencing of this project, the other components that are critical to launching this next step, and ultimately the successful construction and sustainability of the Lake Effect Park, include:

- The Lake Effect Conservancy – the non-profit organization that will advocate and raise private funds for the Lake Effect Park; and
- The City of Wayzata/Lake Effect Conservancy Agreement – a City Council/Conservancy Board approved public private ‘partnership’ agreement outlining roles and responsibilities to fundraise for the Lake Effect Park.

The objective of this document is to outline this unique partnership with the Conservancy, explain staff’s recommendation of scope and sequencing of this project, detail how the project will be paid for, and then propose next steps.

Lake Effect Conservancy

On June 14th the City Council and the prospective Conservancy board members attended a joint workshop to discuss the creation of the Lake Effect Conservancy and the DRAFT Agreement with the City.

Attached is the revised City/Conservancy Agreement for your review and discussion. The revisions reflect the recommendations from the June 14th workshop that include but are not

limited to greater simplification of the document, clarification of roles and responsibilities of the Conservancy and City for fundraising and decision-making, and dissolution of the 'partnership'.

Also for your information, please find attached the DRAFT Articles of Incorporation for the Lake Effect Conservancy. The Articles of Incorporation outline the purpose of the Conservancy, which is to advocate and raise private funds for the Lake Effect Park, and the organizational structure as required by law. These documents are shared with the Council for informational purposes. But, as required by law, the Conservancy will not be created by the City of Wayzata. It will be an independent entity created by the Conservancy Board.

Scope and Sequencing

As directed by Council in the May 3rd Resolution, City staff and consultants have developed recommendations for the scope and sequencing of Lake Effect Park for Council consideration. The recommendations and supporting information are organized as follows:

1. Definition of Lake Effect Park Schematic Design Phases with components
2. Staff recommendation for scope and sequencing of Lake Effect Park
3. Background information supporting the recommendation
4. DRAFT budget and DRAFT funding considerations and sources
5. Critical next steps

1. DEFINITION OF PHASES/COMPONENTS PROPOSED IN SCHEMATIC DESIGN

Below are the three phases, and the components of each phase, as proposed and illustrated in Chapter 3 of Civitas' Schematic Design Book.

Phase 1:

- Lake Walk
- Depot Park
- Boat Works
- Beach
- Eco Park
- 2 Enhanced Rail Crossings

Phase 1a:

- Enhanced Lake Street
- Lake Street Plaza/Parking lot

Phase 2:

- Shaver Park Marina reconfiguration and expanded park space with ADA walking path
- Shaver Park Parking Lot expansion
- Dakota bike trailhead enhancement and bike path connection to Lake Street
- New Walker Street rail crossing

2. STAFF RECOMMENDATION FOR SCOPE AND SEQUENCING OF LAKE EFFECT PARK

Staff and consultants recommend implementation of the following Lake Effect Park components by focusing on the following steps. Each step would commence only after funding has been procured. (See attached diagram for visual plan, outlined/described components and supporting text):

STEP 1---Transforming the Lake Edge

Build “Phase 1” – Lake Edge improvements from “eco park” to the beach via lake walk with a modified pier at the beach to create a safer swim area. Also included would be two enhanced railroad crossings.

This phase is most eligible for private funding with public agency funding support related to rail safety, storm water management/water quality improvement, lake edge/wetland restoration and historic preservation of Section Foreman House.

STEP 2---Re-thinking Dakota Bike Trail and Lake Street Plaza/Parking Lot

Re-design and build portions of “Phase 1a and 2” components by moving forward with:

- An enhanced Dakota bike trailhead and safe bike path connection to Lake Street; and
- The Lake Street plaza/car parking lot.

The timing is opportune to revisit the plan/design for these components. The bike trailhead and path is primarily eligible for public agency partner funding right now. In addition, if the new Mill Street Parking Ramp is built there is the opportunity to transform the current parking lot into park/plaza space.

STEP 3---Enhancing Lake Street

Build the rest of “Phase 1a,” which includes an upgraded Lake Street to be more pedestrian/bike friendly with a new road and enhanced streetscape.

This project is primarily road, curb and sidewalk construction and would be eligible for public funds that augment what is spelled out in the City’s CIP. Please note that based on decisions made in Step 2, these components could be undertaken simultaneous to the Lake Street upgrades.

NOTE: The modified marina, expanded parking lot and proposed new railroad crossing at Walker Street have NOT been recommended for implementation at this time based on community input and permitting effort required. The three components could be revisited in the future if times and conditions change.

3. BACKGROUND INFORMATION SUPPORTING THE RECOMMENDATIONS

Community and City Council Recommendations

Based on Community input from the various community meetings and Public Forum, as well as Council input, the community appetite is for:

- “Phase 1” Components – Lake edge from Eco Park to the beach via boardwalk with a modified Pier to create a safer swim area and including two enhanced railroad crossings.
- “Phase 1a” Components – An upgraded Lake Street is supported as is the Plaza/car park. For consideration, if the new Mill Street Parking Ramp is built, there is the opportunity to transform the current parking lot into permanent park/plaza space.
- “Phase 2” Component – There is support for the enhanced bike trailhead and safer bike path connecting to Lake Street.

Comprehensive Plan and Zoning Considerations

The City’s Comprehensive Plan presents a vision for the future of Wayzata and describes the aspirations for the community. The Comp Plan provides a plan for moving Wayzata towards the community’s vision for its future by outlining goals, objectives, policy statements, standards, and maps for guiding the physical, social, and economic development of the City.

The Lake Effect Park is consistent with the City’s Comprehensive Plan and meets many of the broad objectives outlined in the Plan:

- **Preserve and enhance Wayzata’s “small town” character:** Scale, walkability, land use patterns, street and boulevard character.
- **Family orientation:** Build the physical environment to allow for the development of cultural and social activities that provide the opportunity for social engagement.
- **Community heritage:** Preservation of historic or significant properties.
- **A connected community:** Build physical and psychological connections between all residential neighborhoods, business areas, and links to other recreational amenities.
- **Protection of amenities:** Preserve and protect significant natural resource areas and promote access to community park and open space resources.
- **Sustainability:** Be fiscally sustainable.

The properties within the Lake Effect Park project area include varying land use designations of Park, Institutional/Public, Central Business District, and Right of Way. In addition, the current zoning of the properties includes a mix of residential and commercial zoning districts. As the City implements the Lake Effect Park Project, the City will need to go through the land use and zoning review processes that are required of all public and private development projects.

Lake Effect Conservancy Recommendations

Based on the Conservancy review of the Lake Effect Park schematic design proposal the Conservancy believes the following phases and components are worthy of private and public funding, and reflect an approach that will inspire donors, cultivate confidence in the process, and capitalize on agency partnerships:

- “Phase 1” Components – Lake edge from Eco Park to the beach via boardwalk. This phase is most eligible for private funding with public agency funding support.
- “Phase 1a” Components – This Phase is supported because it is primarily road, curb and sidewalk construction it would be eligible for public funds and is part of the City’s CIP.
- “Phase 2” Component– Enhanced bike trailhead and bike path connecting to Lake Street. This component is primarily eligible for public agency partner funding.

Civitas Construction Phasing and Sequencing Considerations

See the attached Civitas Phasing Considerations Document. In addition to Civitas’ considerations, another consideration is the construction of the lake edge elements, specifically the boardwalk, in the winter. This timing would be opportune in terms of cost reduction, staging, and mitigating any minor disruptions in the community from construction. The length of the lake edge would need to be bubbled to keep the water open.

4. ESTIMATED BUDGET AND DRAFT FUNDING CONSIDERATIONS AND SOURCES

Draft Budget for Capital Improvements

Pre-design:

EAW	\$74,865 currently under revision
M+O review	\$28,180 plus possible travel @ 2,818.00
Transition Period Design Services	\$26,000 plus possible PR meetings
TOTAL Pre-design	\$129,045

Step 1 Components (Lake Edge):

Lake Walk	\$3,274,400
Depot Park	\$1,650,260
Boat Works	\$543,200
Beach	\$3,497,300
Eco Park	\$905,980
2 Enhanced Rail Crossings	\$540,000
Design Fees 10% Construction Cost	\$1,041,114
Contingency 15% Construction Cost	\$1,561,671
TOTAL Step 1 Components	\$13,013,925

Step 2 Components (Upgraded trailhead improvements and redesigned Lake Street

Plaza/Parking Lot as Park):

Lake Street Parking/Plaza	\$1,702,063
Trailhead	\$160,000
Design Fees 10% Construction Cost	\$186,206
Contingency 15% Construction Cost	\$277,809
TOTAL Step 2 Components	\$2,326,078

Step 3 Components (Enhancing Lake Street):

Pedestrian and Bike Improvements	\$1,880,908
Design Fees 10% Construction Cost	\$188,090
Contingency 15% Construction Cost	\$282,136
TOTAL Step 3 Components	\$2,351,134

TOTAL ESTIMATED BUDGET **\$17,820,182**

Maintenance and Operations Annual Cost Estimate (M+O):

An M+O evaluation will be undertaken by staff and a third-party consultant to determine all aspects of M+O, cost estimates, and staffing expertise and capacity---once project scope has been determined.

Please note that M+O can become a line item in the private fundraising budget (and monies put in an endowment) and Council can designate sources of funding the additional M+O costs, or a combination of the two. Currently Wayzata spends approximately \$115,000/year on M+O. At this point, the estimated M+O for a full build out is \$450,000/year but that number is subject to change based on the additional M+O evaluation that would be completed.

Funding Considerations and Sources

Private Partnerships

Private Philanthropic funding research has begun with the Conservancy designees and consultants, and they have identified the following number of DRAFT prospects:

- Individual Major Donor prospects (six and seven figure donors): 65 individuals
- Foundation Prospects: 12
- Corporate Prospects: 11
- Public Agency, Regional and State Prospects: 16

Active fundraising will begin once the project scope has been determined, the Conservancy is launched, and the City/Conservancy agreement has been approved by City Council and Conservancy Board.

Public Funds

A portion of the Lake Effect Park components have already been programmed into the City's CIP due to future parks and trails improvements along the lake as well as infrastructure improvements at Lake Street. The latest CIP approved as a part of the 2016 budget identifies approximately \$1,400,000 in funds that are or will be allocated for certain components of the Lake Effect Park.

In addition to City funds, we are aware that Three Rivers Park district has allocated resources to assist in the bike and trailhead improvements. Also, staff will be working with the State of Minnesota, Met Council, Hennepin County, Lake Minnetonka Conservation District, Minnehaha Creek Watershed District, and others on obtaining additional funds to assist with implementation of the Lake Effect Park.

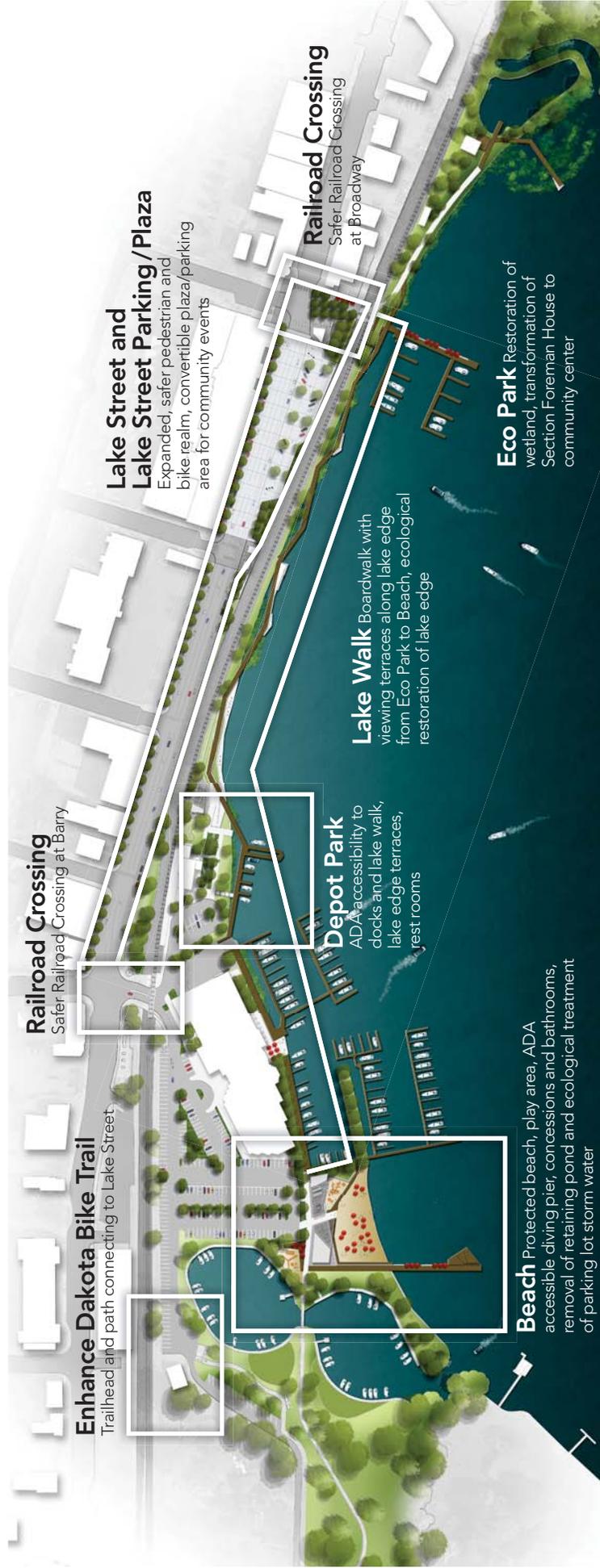
5. NEXT STEPS

Upon approval to move forward with the project scope at the July 19th City Council Meeting, the major Lake Effect Park milestones include (See attached 24-month timeline for greater project detail):

- July 2016 – April 2017---Scope/Sequencing approval, 9 month EAW process, Agreements with City/Conservancy, BNSF Railroad, and RBA Inc.,and Conservancy launch
- August 2016 – Lake Effect Park fundraising begins
- April - September 2017 - Permitting and Design Development/Construction Documents
- October – December 2017 – Final cost estimate/bids
- January/February 2018 – Construction begins if funds secured

LAKE EFFECT: SIGNATURE PARK PROJECT

RECOMMENDED PROJECT SCOPE AND SEQUENCING



Recommended Park Scope and Sequencing

Staff/Consultant recommend implementation of the following Lake Effect Park phases/components and steps for Lake Effect Park construction:

STEP 1 – Transforming the Lake Edge

Build "Phase 1" – Lake Edge from Eco Park to the beach with a modified Pier to create a safer swim area and including two enhanced railroad crossings.

This phase is most eligible for private funding with public agency funding support related to rail safety, storm water management/water quality improvement, lake edge/wetland restoration and historic preservation of Section Foreman House.

STEP 2 – Re-thinking Dakota Bike Trail and Lake Street Plaza/Parking Lot

Re-design portions of "Phase 1a and 2" components by moving forward with:

- An enhanced Dakota Bike trailhead and safe bike path connection to Lake Street; and
- The Lake Street Plaza/Car parking lot.

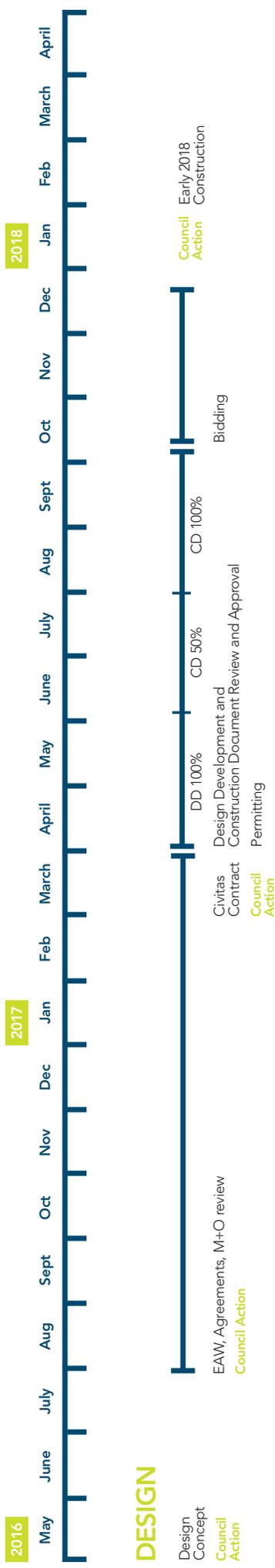
The timing is opportune to revisit the plan/design for these components. The bike trailhead and path is primarily eligible for public agency partner funding right now. In addition, if the new Mill Street Parking Ramp is built there is the opportunity to transform the current parking lot into park/plaza space.

STEP 3 – Enhancing Lake Street

Build the rest of "Phase 1a" – Upgraded Lake Street to be more pedestrian/bike friendly.

This project is primarily road, curb and sidewalk construction and would be eligible for public funds that augment what is spelled out in the City's CIP. Please note that based on decisions made in Step 2, these components could be undertaken simultaneous to the Lake Street upgrades.

DRAFT 24 MONTH LAKE EFFECT PROJECT TIMELINE



PLANNING AND ORGANIZATIONAL DEVELOPMENT



FUNDRAISING



COMMUNICATIONS



June 2, 2016



Construction Sequence Considerations

Lake Effect Signature Project
Wayzata, MN

>Urban Designers
>Landscape Architects
>Planners

A number of issues will influence the sequencing of construction for the Lake Effect Signature project:

1. **Environmental Mitigation**

The project modifies the existing shoreline by filling within the lakebed, constructing overwater structures and providing shoreline enhancements in the form of soil filling and planting of emergent and aquatic vegetation within the lake. It is likely that the DNR and Watershed District will require mitigation for each phase of construction. For the Lake Walk between the Depot and Broadway we expect that the EcoPark and shoreline marshland will be required. At the Beach, we expect that parking lot modifications to replace the existing water quality pond will be required as part of the permitting for the expanded beach and swimming pier.

2. **Construction Staging**

The contractor will need an area to stage materials and equipment. For the Lake Walk the most convenient location would be the City parking lot at Broadway south of Lake Street. If area is used the loss of parking will be an important issue unless the proposed City parking deck has been completed. At the Beach the contractor will probably desire to use the City parking lot at the Marina for staging.

3. **Overwater Construction**

The lake walk and shoreline enhancements will be built from the lakeside, as there is no land available for access. The Boatworks boat ramp and transient piers will be needed for the small craft use to access a construction barge. Loading of equipment and materials onto the barge are not likely to take place in Wayzata.

4. **Phasing**

It is likely that a contractor will build overwater construction first, then shoreline filling and enhancements and upland improvements. For the Lake Walk we expect that the walk itself would come first followed by the shoreline and EcoPark. At the Beach we expect the swimming pier to come first, followed by parking and water quality facilities, then the buildings and landscape.

5. **Rail Crossings**

The timing of the rail crossing construction will require substantial BNSF interface and may be difficult to accomplish in immediate sequence with the other construction; but we expect that the rail crossing improvements will be subsequent to all lakeside improvements. It would also be a great benefit if the rail crossings were completed prior to any construction on the City parking lot or Lake Street so that new improvements are not damaged by equipment needed to build the rail crossings.

1200 Bannock Street
Denver, CO 80204
T: 303.571.0053
F: 303.825.0438
www.civitasinc.com

6. **Traffic Controls and Access**

These will be critical issues subject to a sequencing plan to be developed jointly by the City and the Contractor with inclusion of property and business owners. Typically construction of Lake Street would happen in four stages 1) half of the street 2) sidewalks on that side of the street then 3) the other half of the street and 4) sidewalk on that half of the street. This method will allow Lake Street to remain open at all times (with flagmen) however substantial traffic volumes will redirect to Wayzata Boulevard and Rice Street.

**AGREEMENT BETWEEN THE CITY OF WAYZATA AND
THE LAKE EFFECT CONSERVANCY TO FINANCIALLY SUPPORT AND
ADVOCATE FOR THE LAKE EFFECT PROJECT**

This Agreement (the “Agreement”) is entered into effective as of _____, 2016 (“Effective Date”) by and between the City of Wayzata, MN, a body corporate and politic under the laws of the State of Minnesota, (the “City”) and the Lake Effect Conservancy, a Minnesota non-profit corporation, (the “Conservancy”) related to the City of Wayzata Lake Effect Project.

BACKGROUND AND CONTEXT

The intent and purpose of this Agreement is to set forth the terms of the relationship between the Conservancy and the City as they work together to realize the community-wide multi-year initiative to improve, restore and enhance the areas along the shore of Lake Minnetonka in the City of Wayzata. The role of the Conservancy will be to raise private funds for the Lake Effect Project, and to advocate for the support, realization and long-term success of the project.

I. DEFINITIONS

- A. Lake Effect Project:** “Lake Effect Project” as used in this Agreement means the City of Wayzata’s initiative to improve, restore and enhance the areas along the shore of Lake Minnetonka in the City of Wayzata, making it safer, more ecologically friendly, and improving access to and along the shore, as further defined and approved by the Wayzata City Council.
- B. Components:** “Components” as used in this Agreement mean specific components and projects that City Council identifies and approves as part of the Lake Effect Project, including those contained in the Schematic Design Book for the project prepared by the City’s design consultant, Civitas. Examples include a “Lake Walk” along the lake shore of Lake Minnetonka, Lake Street improvements, current Section Foreman’s House (to become an eco park), and beach improvements.
- C. Private Funds and Philanthropy:** “Private Funds” and “Philanthropy” (“Philanthropic”) as used in this Agreement means financial and other contributions and commitments from the private sector, including from individuals, corporations, and from community, family, and corporate foundations, as well as donor advised funds.
- D. Public Funds:** “Public Funds” as used in this Agreement means funding from sources other than Private Funds, Philanthropy or standard City capital funds. Examples include funds from state and federal grants, other government entities, earned income, and legislative appropriation.

II. TERM

This Agreement shall be in effect from the Effective Date through January 31, 2027 with five-year renewal options thereafter, exercisable by mutual written agreement of the City and the Conservancy. The City reserves the right to terminate this Agreement upon notice to the Conservancy if the Lake Effect Project scope or plans change significantly, the Conservancy fails to meet its responsibilities hereunder, or if the political or economic environment no longer warrant this Agreement.

III. COOPERATION AND “PARTNERSHIP” MODEL

The City and the Conservancy agree to work together cooperatively towards realizing the vision and goals of the Lake Effect Project, recognizing the proper roles, responsibilities, capabilities and authority of each that are set forth in this Agreement.

IV. ROLES AND RESPONSIBILITIES

A. Shared Roles and Responsibilities:

1. Maintain sustained commitment to the Lake Effect Project as a Wayzata community initiative.
2. Strive to build public awareness of the Lake Effect Project.
3. Share the Lake Effect Project communications and design messaging, promotional media, and graphics.
4. Establish and maintain strong communication and mutual understanding between the parties in pursuit of the Lake Effect Project.
5. Be supportive of each other in realizing the Lake Effect Project.

B. City’s Roles and Responsibilities: *Ownership, Decision Making, Public Fundraising and Project Management*

1. The City will be the property rights holder of all land and public improvements associated with the Lake Effect Signature Park.
2. The City will be responsible for the construction of the Components of the Lake Effect Project, and all activities related thereto.
3. The City will be responsible for the ongoing management, programming and maintenance of the Components of the Lake Effect Project.
4. The Wayzata City Council will have the sole discretion and approval of approval all Components of the Lake Effect Project.
5. The City will actively pursue Public Funding, including state and federal funding for the Lake Effect Project.
6. The City will direct Philanthropic inquiries and opportunities to the Conservancy.
7. The City will collaborate with the Conservancy on Private and Public Fundraising for the capital projects related to the Components.
8. The City will collaborate with the Conservancy on Philanthropic pursuits where public sector involvement, in-kind contributions, or local financial matches are needed.

9. The City will provide a brand and marketing presence for the Conservancy in appropriate media and at City facilities and events.

C. Conservancy’s Roles and Responsibilities: *Advocacy and Private Fundraising*

1. Conservancy will provide fundraising expertise and capacity to the Lake Effect Project, and will actively raise Private and Philanthropic Funding for all aspects of the project, including Philanthropic campaigns, and be the primary liaison to the Philanthropic community.
2. The Conservancy will coordinate and lead the pursuit of Private Funding and Philanthropy, including donor prospect strategy, communications, and timing and as needed for specific projects and Components related to the Lake Effect Project.
3. The Conservancy will advocate for the implementation and long term sustainability and success of the Lake Effect Project, including through stakeholder cultivation, awareness-building and promotions.
4. The Conservancy will abide by the highest legal and ethical standards for nonprofit, tax-exempt organizations with similar missions, and will properly manage its operations in accordance with such standards and its tax-exempt purpose.
5. The Conservancy will properly manage and disperse all gifts, grants and contributions in accordance with its tax-exempt purpose and mission.
6. The Conservancy will collaborate with the City on all aspects of the Lake Effect Project that require City approval or involvement.
7. The Conservancy will not engage in any efforts that are inconsistent with its tax-exempt purpose and mission.
8. The Conservancy will seek the appropriate approvals of the Wayzata City Council, and abide by the direction of the Council in matters under the City’s authority in this Agreement or otherwise under law.

V. CONSTRAINTS

- A. All restrictions associated with state or federal funding, including for construction materials, procurement, private advertising, lease/operating arrangements, and use of public land, shall be observed even if they impact project flexibility, costs and timelines.
- B. All applicable public bidding and City procurement policies and regulations must be followed.
- C. The ability to maintain project timelines is often beyond the control of the parties due to unforeseeable changes in Public Funding, land acquisition challenges, permitting delays, soil conditions, and other factors.
- D. Neither the City nor the Conservancy can guarantee Private and Public Funding aspirations.
- E. Unforeseen fluctuations occur in the Philanthropic environment and general economy

that could impact the Conservancy’s ability to achieve fundraising milestones.

- F.** Both parties have limits to organizational capacity, especially in the areas of staffing and financial resources.
- G.** Constructing capital projects according to the design intent envisioned during fundraising campaigns, as well as operating those projects once open to a high standard of care with robust programming, will impact on-going Philanthropic success.

VI. COORDINATION

To better coordinate the work of the Conservancy and the City hereunder:

- A.** A team consisting of five (5) people made up of two (2) representatives of the Conservancy, two (2) representatives of the City, and the Mayor (“Lake Effect Team”) will be established to provide input on key issues if/when they arise, and meet at least once yearly to review the current year’s progress and prepare a general Lake Effect Project fundraising plan for the upcoming year. The Lake Effect Team will also develop success metrics to address the topics of project progress, fundraising achievements, third-party involvement, and community perceptions.
- B.** If any issue or conflict arises related to the Project or this Agreement, every attempt will be made to resolve it at the staff level. If staff resolution is not possible, lead staff will bring disputes to the Lake Effect Team who will seek consensus and recommendations to the parties on the issue.

VII. STAFFING

The City and the Conservancy will each designate a lead person responsible for Lake Effect Project activities to act as liaison and point of contact between the City and the Conservancy (“Lead Staff Person”). Each year, the Lead Staff Person will prepare a review of project metrics to be shared with City Council and Conservancy Board members.

VIII. GENERAL

- A.** Neither party to this Agreement may assign any of its rights or delegate any of its rights or obligations hereunder without the prior written consent of the other party.
- B.** This Agreement may be amended or modified only by a written instrument signed by both of the parties hereto.
- C.** Section headings used in this Agreement have no legal significance and are used solely for convenience of reference.
- D.** This Agreement shall be governed by and interpreted in accordance with Minnesota law.
- E.** If any part of this Agreement is deemed invalid, illegal or unenforceable, such part shall

be deemed severed herefrom and shall not affect the other parts of this Agreement.

- F. This Agreement may be executed in counterparts, each of which shall be deemed an original, but all of which together shall be deemed to be one and the same agreement. A signed copy of this Agreement delivered by facsimile, e-mail or other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original signed copy of this Agreement.

Accepted and Agreed To:

Lake Effect Conservancy

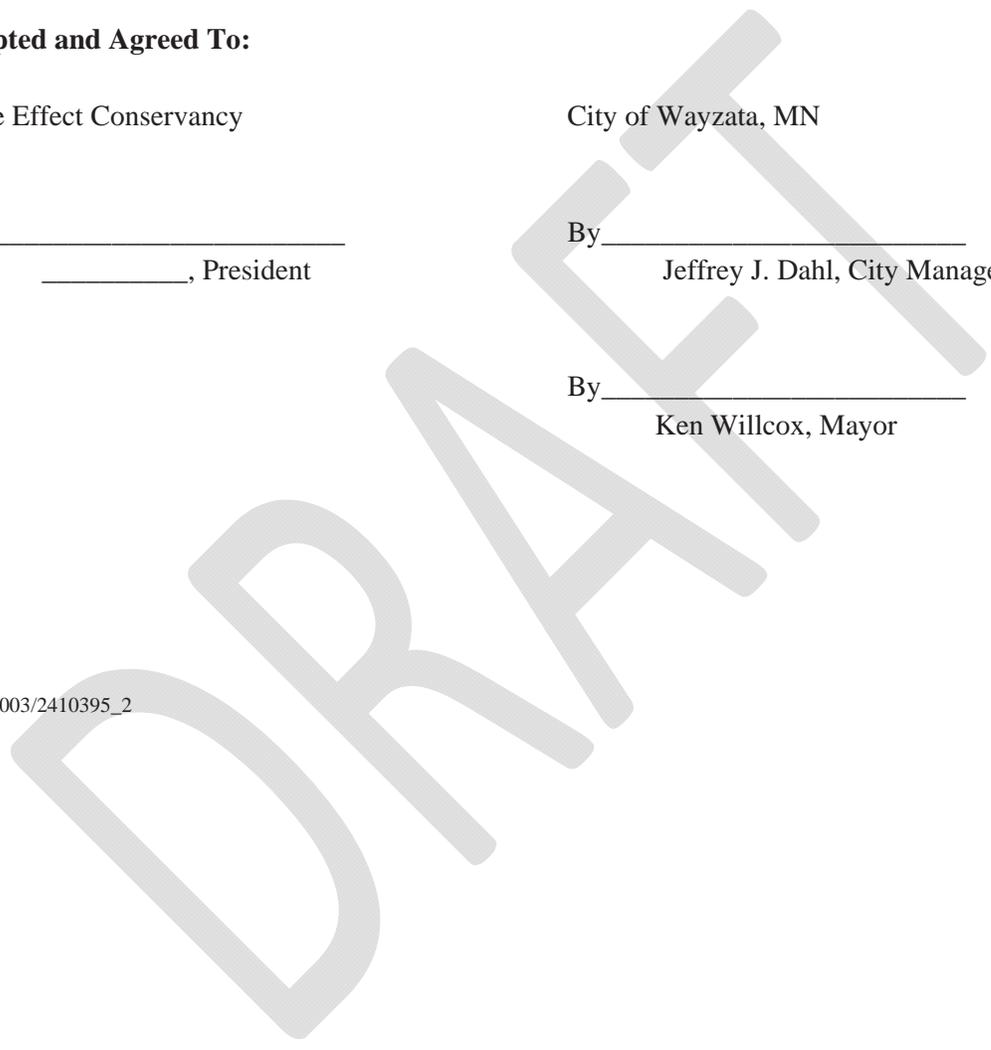
City of Wayzata, MN

By _____
_____, President

By _____
Jeffrey J. Dahl, City Manager

By _____
Ken Willcox, Mayor

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ARTICLES OF INCORPORATION
OF
LAKE EFFECT CONSERVANCY

The undersigned, for the purpose of forming a corporation pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317A, adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be **Lake Effect Conservancy**.

ARTICLE II
REGISTERED OFFICE

The registered office of the corporation shall be located at **600 Rice Street East Wayzata, Minnesota 55391**.

ARTICLE III
PURPOSES

The corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The corporation is not organized for profit and shall not be operated for profit. The specific purposes of the corporation are (i) to provide financial support for the Wayzata "Lake Effect" project along the shore of Lake Minnetonka in Wayzata, MN, as such project is defined and approved by the City of Wayzata, MN, and (ii) to and (ii) to advocate for the support, realization and long-term success of the project.

The corporation shall have only such powers as are required by and are consistent with the foregoing purposes and as are afforded to it by the Minnesota Nonprofit

Corporation Act, as enacted or hereafter amended. Notwithstanding any other provisions of these Articles, the corporation shall not engage, other than as an insubstantial part of its activities, in activities which in themselves are not in furtherance of one or more of the exempt purposes specified in Section 501(c)(3) of the Code, and the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV NO PRIVATE INUREMENT OR BENEFIT

The corporation shall not afford pecuniary gain, incidentally or otherwise, to its directors or officers, and no part of the net income or net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons; provided, however, that the corporation may pay reasonable compensation for services rendered, and make payments and distributions, in furtherance of its tax exempt purposes. The corporation shall not lend any of its assets to any director or officer of the corporation, nor guaranty to any other person the payment of a loan to a director or officer of the corporation.

ARTICLE V DURATION

The duration of the corporation shall be perpetual.

**ARTICLE VI
NO CAPITAL STOCK**

The corporation shall have no capital stock.

**ARTICLE VII
NO MEMBERS**

The corporation shall not have any members.

**ARTICLE VIII
DIRECTORS**

The business and affairs of the corporation shall be managed by or under the direction of its Board of Directors, who shall be elected in the manner provided in the Bylaws of the corporation. The number, qualifications, terms of office and other conditions for directors also shall be as provided in the Bylaws.

**ARTICLE IX
DIRECTORS AND OFFICERS NOT LIABLE**

No director or officer of the corporation, as such, shall have personal liability to any extent for the acts, debts, liabilities or obligations of the corporation. Each director and officer of the corporation shall receive indemnification from the corporation against certain liabilities and expenses in the manner provided in the Bylaws of the corporation.

**ARTICLE X
WRITTEN ACTION BY DIRECTORS**

Any action required or permitted to be taken at a Board meeting may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present.

**ARTICLE XI
DISTRIBUTION OF ASSETS UPON LIQUIDATION, DISSOLUTION,
OR WINDING UP OF THE CORPORATION**

In the event of liquidation, dissolution, or winding up of the corporation, whether voluntary or involuntary, or by operation of law, except as and to the extent otherwise provided or required by law, the remaining assets of the corporation shall be distributed to **the City of Wayzata, MN for a public purpose**, all as the directors of the corporation shall determine is best suited to carry out the purposes for which the corporation was formed. No officer or director of the corporation shall be entitled to share in the distribution of the corporate assets.

**ARTICLE XII
AMENDMENT OF ARTICLES**

The incorporator may amend these Articles of Incorporation by written action if no directors have been elected. If directors have been elected, a majority of directors may amend the Articles.

**ARTICLE XIII
INCORPORATOR**

The incorporator of the corporation is Dan Koch, Interim Chair, Lake Effect Conservancy, **600 Rice Street East Wayzata, Minnesota 55391.**

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.
