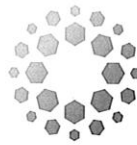


MINNESOTA



ORCHESTRA

1111 Nicollet Mall, Minneapolis, MN 55403 / 612.371.5600 / minnesotaorchestra.org

March 3, 2014

HAND DELIVERED

Mr. Jeremy Hanson Willis
Director of Community Planning and
Economic Development
105 5th Avenue South
Suite 200
Minneapolis, MN 55401-2534

Re: Updated Report regarding Orchestra Hall

Dear Mr. Hanson Willis:

This letter responds to your January 15, 2014 request for an updated report from the Minnesota Orchestral Association (“MOA”) relating to the operation of Orchestra Hall. As outlined below, MOA remains in full compliance with the requirements of the Lease.¹

As you know, the MOA and the Twin Cities Musicians Union, Local 30-73, American Federation of Musicians (“Union”) settled its labor dispute and ratified terms of a new collective bargaining agreement on January 14, 2014. The musicians represented by the Union returned to work February 1, 2014 and together we have already produced ten outstanding programs in Orchestra Hall featuring the Minnesota Orchestra.

Upon ratification of the new contract terms, MOA completed planning for the remainder of the 2014 season in a very compressed timeframe, scheduling concerts by the Minnesota Orchestra, securing guest artists and confirming musical performances by other performers. The frequency of concerts and music performances has increased dramatically with the resolution of the labor dispute, with major performances occurring several times each week. A full copy of the 2014 performance calendar is enclosed as Exhibit A.

We also enclose, as Exhibit B, a copy of the operating budget for fiscal year 2014, approved by the Board of Directors last week, and projected budgets for 2015 – 2017. As you will see, consistent with requirements of the Lease, well over half of earned revenue is expected to result from concert ticket sales and other music performance fees. The “Draws and Distributions” section of the budget reflects endowment draws based on MOA Board policy of an overall 5% draw rate. Because the contract negotiated with the Union did not achieve the full savings planned for in the 2011 strategic business plan, draws and endowment distributions at an overall 5% rate are not expected to cover all planned expenses above projected earned and contributed

¹ MOA incorporates and reserves all rights and information as provided in earlier correspondence between MOA and its attorneys and the City.

revenues. The options available to the MOA to cover this gap include making additional targeted efforts to increase revenues derived from ticket sales and/or to increase extraordinary community giving from historical levels, or authorizing additional draws from the endowment. This effort to increase community support is reflected separately on the budget enclosure.

Previously, we submitted information on the Orchestra Hall property maintenance fund, showing unencumbered funds exceeding 2.5 times maintenance costs requirement in the Lease. This information is enclosed again for your convenience as Exhibit C. Finally, in this period we had no capital improvements beyond the renovation, as the property is new and required no such capital improvements.

We are pleased to have the Minnesota Orchestra back performing in Orchestra Hall. We look forward to continued cooperation with the City to provide great music to our community.

Sincerely,

A handwritten signature in black ink, appearing to read "Michael Henson". The signature is stylized with a large initial "M" and a long horizontal stroke at the end.

Michael Henson
Minnesota Orchestral Association

cc: Charles T. Lutz, Deputy Director
Shelley Roe/Minneapolis City Attorney



2014 Season Calendar

Minnesota Orchestra Homecoming BEETHOVEN'S THIRD SYMPHONY: EROICA

Friday, February 7, 2014, 8 p.m. / Orchestra Hall
Saturday, February 8, 2014, 8 p.m. / Orchestra Hall

Minnesota Orchestra
Stanislaw Skrowaczewski, conductor

BACH/Skrowaczewski Toccata and Fugue in D minor
STRAUSS *Don Juan*
BEETHOVEN Symphony No. 3, *Eroica*

These performances are each preceded by a free public open house at Orchestra Hall beginning at 4 p.m. No tickets or reservations are required to attend the open house.

Minnesota Orchestra Homecoming HOLST'S PLANETS AND ELGAR'S CELLO CONCERTO

Friday, February 14, 2014, 8 p.m. / Orchestra Hall
Saturday, February 15, 2014, 8 p.m. / Orchestra Hall

Minnesota Orchestra
Yan Pascal Tortelier, conductor
Steven Isserlis, cello

ELGAR Cello Concerto
HOLST *The Planets*

These performances are each preceded by a free public open house at Orchestra Hall beginning at 4 p.m. No tickets or reservations are required to attend the open house.

Minnesota Orchestra Classical Concerts RAVEL'S BOLÉRO AND STRAVINSKY'S FIREBIRD

Thursday, February 20, 2014, 11 a.m. / Orchestra Hall
Friday, February 21, 2014, 8 p.m. / Orchestra Hall
Saturday, February 22, 2014, 8 p.m. / Orchestra Hall

Minnesota Orchestra
Michael Christie, conductor
Daniil Trifonov, piano

RACHMANINOFF Piano Concerto No. 2
STRAVINSKY Suite from *The Firebird* (1919)
RAVEL *Boléro*

Minnesota Orchestra Classical Concerts
West Side Story® Associates™ presents
WEST SIDE STORY
Film with the Minnesota Orchestra, Live!

Friday, February 28, 2014, 8 p.m. / Orchestra Hall
Saturday, March 1, 2014, 8 p.m. / Orchestra Hall

Minnesota Orchestra
Sarah Hicks, conductor

The Minnesota Orchestra performs Leonard Bernstein's electrifying score live while the newly re-mastered film *West Side Story* is shown in its entirety, in glorious high definition on the big screen, with the original vocals and dialogue intact.

Friends & Family Concert
ORCHESTRA HALL COMMUNITY OPEN HOUSE!
SUPERSONIC SOUNDS

Sunday, March 2, 2014, 2 p.m. / Orchestra Hall

Minnesota Orchestra
Delta David Gier, conductor
Sedra Bistodeau, violin

R. STRAUSS *Also sprach Zarathustra*, selection
WAGNER *Ride of the Valkyries*
SIBELIUS Violin Concerto: *Allegro, ma non tanto* (III)
R. STRAUSS *Till Eulenspiegel's Merry Pranks*
RESPIGHI *The Pines of Rome: The Pines of the Appian Way* (IV)

This concert will be preceded by a celebratory Orchestra Hall Open House, free to the entire community, and featuring pre and post-concert activities in the lobby.
TICKETS: Children free with purchase of an adult ticket; adults \$15

Minnesota Orchestra Classical Concerts
ANDREW LITTON AND STEPHEN HOUGH

Thursday, March 6, 2014, 11 a.m. / Orchestra Hall
Friday, March 7, 2014, 8 p.m. / Orchestra Hall
Saturday, March 8, 2014, 8 p.m. / Orchestra Hall

Minnesota Orchestra
Andrew Litton, conductor
Stephen Hough, piano

RACHMANINOFF *The Rock*
RACHMANINOFF Rhapsody on a Theme of Paganini
PROKOFIEV Symphony No. 4 (1947 revision)

Minnesota Orchestra Classical Concerts
ELGAR AND SHOSTAKOVICH

Thursday, March 13, 2014, 11 a.m. / Orchestra Hall
Friday, March 14, 2014, 8 p.m. / Orchestra Hall
Saturday, March 15, 2014, 8 p.m. / Orchestra Hall

Minnesota Orchestra
Mark Wigglesworth, conductor
Gary Briggie, actor/narrator

ELGAR *Enigma Variations*
SHOSTAKOVICH *Symphony No. 10*

Live at Orchestra Hall
CHRIS BOTTI: IMPRESSIONS

Thursday, March 20, 2014, 8 p.m. / Orchestra Hall
Friday, March 21, 2014, 8 p.m. / Orchestra Hall

Chris Botti, trumpet

Chris Botti, the world's top-selling jazz instrumentalist, returns to Orchestra Hall for two concerts that feature highlights from his latest recording, the Grammy Award-winning *Impressions*. [The Minnesota Orchestra does not perform on this concert.]

Minnesota Orchestra Classical Concerts
DEBUSSY'S LA MER

Saturday, March 22, 2014, 8 p.m. / Orchestra Hall
Sunday, March 23, 2014, 2 p.m. / Orchestra Hall

Minnesota Orchestra
Andrew Litton, conductor and piano

RAVEL *Rapsodie espagnole*
RAVEL *Piano Concerto in G*
BRITTEN *Four Sea Interludes from Peter Grimes*
DEBUSSY *La Mer*

Minnesota Orchestra Classical Concerts
VÄNSKÄ CONDUCTS SIBELIUS: 2014 GRAMMY CELEBRATION

Thursday, March 27, 2014, 11 a.m. / Orchestra Hall
Friday, March 28, 2014, 8 p.m. / Orchestra Hall
Saturday, March 29, 2014, 8 p.m. / Orchestra Hall

Minnesota Orchestra
Osmo Vänskä, conductor

SIBELIUS *Symphony No. 4*
SIBELIUS *Symphony No. 1*

Live at Orchestra Hall
MATTHEW MORRISON OF GLEE
with the Minnesota Orchestra

Saturday, April 5, 2014, 8 p.m. / Orchestra Hall

Minnesota Orchestra
Sarah Hicks, conductor
Matthew Morrison, vocals

Singer-actor Matthew Morrison of television's *Glee* makes his Minnesota Orchestra debut, bringing his Broadway roots to the fore in performances of hits like "Younger Than Springtime" as well as standards made famous by Frank Sinatra.

Minnesota Orchestra Classical Concerts
ERIC WHITACRE: GATHER AT THE RIVER

Thursday, April 10, 2014, 7:30 p.m. / Orchestra Hall

Friday, April 11, 2014, 8 p.m. / Orchestra Hall

Minnesota Orchestra
Eric Whitacre, conductor
Hila Plitmann, soprano
Minnesota Chorale

COPLAND	<i>Old American Songs</i> (selections)
WHITACRE	<i>Five Hebrew Love Songs</i>
BARBER	<i>Knoxville: Summer of 1915</i>
WHITACRE	<i>Equus</i>
	<i>Water Night</i>
KILAR	<i>Orawa</i>
WHITACRE	<i>The River Cam</i>
	<i>Songs of Immortality</i> (selections)

Live at Orchestra Hall
DOC SEVERINSEN'S SOLID GOLD
with the Minnesota Orchestra

Saturday, April 12, 2014, 8 p.m. / Orchestra Hall

Sunday, April 13, 2014, 2 p.m. / Orchestra Hall

Minnesota Orchestra
Doc Severinsen, conductor and trumpet
Vanessa Thomas, vocals

Pops Conductor Laureate Doc Severinsen brings an all-new "Solid Gold" concert to Orchestra Hall, conducting and soloing with the Minnesota Orchestra in selections from the American Song Book. Also featured is vocalist Vanessa Thomas; the concert includes video footage from *The Tonight Show Starring Johnny Carson*.

Minnesota Orchestra Classical Concert
JOSHUA BELL AND OSMO VÄNSKÄ

Tuesday, April 15, 2014, 7:30 p.m. / Orchestra Hall

Minnesota Orchestra
Osmo Vänskä, conductor
Joshua Bell, violin

RIMSKY-KORSAKOV *Capriccio espagnol*
LALO *Symphonie espagnole*
MUSSORGSKY/Ravel *Pictures at an Exhibition*

Live at Orchestra Hall
RAMSEY LEWIS AND JOHN PIZZARELLI:
STRAIGHTEN UP AND FLY RIGHT
THE NAT KING COLE TRIBUTE

Friday, April 18, 2014, 8 p.m. / Orchestra Hall

Ramsey Lewis, piano
John Pizzarelli, guitar

Two leading figures from the jazz world—piano legend Ramsey Lewis and guitarist John Pizzarelli—pay tribute to singer-pianist Nat King Cole, still a favorite to millions of fans nearly 50 years after his passing. [The Minnesota Orchestra does not perform on this concert.]

Live at Orchestra Hall
BOBBY McFERRIN: spirityouall

Saturday, April 19, 2014, 8 p.m. / Orchestra Hall

Grammy-winner Bobby McFerrin, famed for his four-octave voice, improvisational genius and camaraderie with live audiences, brings his own band to the Hall in April with *spirityouall*, a musical homage to his father and a reinvention of the American folk tradition. [The Minnesota Orchestra does not perform on this concert.]

Live at Orchestra Hall
RED BARAAT

Friday, April 25, 2014, 8 p.m. / Orchestra Hall

Brooklyn-based ensemble Red Baraat makes its first-ever visit to Orchestra Hall, presenting a program that's part Bollywood and part New Orleans brass band, adding some hip-hop, jazz, funk and go-go for a one-of-a-kind musical patois. [The Minnesota Orchestra does not perform on this concert.]

Friends & Family Concerts
RITE OF SPRING

Sunday, April 27, 2014, 1 p.m. & 3 p.m. / Orchestra Hall

Minnesota Orchestra
Courtney Lewis, conductor
Lauren Stringer, author and narrator

STRAVINSKY *The Rite of Spring*

TICKETS: Children free with purchase of an adult ticket; adults \$15

Minnesota Orchestra Special Concerts
ECHOES OF HISTORY

Friday, May 2, 2014, 8 p.m. / Northrop, University of Minnesota
Sunday, May 4, 2014, 2 p.m. / Northrop, University of Minnesota

Minnesota Orchestra
Osmo Vänskä, conductor
University of Minnesota Marching Band
University of Minnesota Chorus

WAGNER	Overture to <i>Die Meistersinger von Nürnberg</i>
DVOŘÁK	<i>Largo</i> , from Symphony No. 9, <i>From the New World</i>
LISZT	<i>Les préludes</i> , Symphonic Poem No. 3
LISZT	Piano Concerto No. 1
TCHAIKOVSKY	<i>1812 Overture</i>

Tickets for these concerts are available exclusively through the University of Minnesota. Call 612-624-2345 for information.

Minnesota Orchestra Special Concerts
COMMON CHORDS: THE MINNESOTA ORCHESTRA IN HIBBING

May 5 to 10, 2014 / Hibbing, Minnesota

The Minnesota Orchestra travels to Hibbing, Minnesota, for a week-long Common Chords outreach residency. The Orchestra and its musicians will visit the northeastern Minnesota city from May 5 to 10 for a celebratory festival week of concerts and numerous events specially tailored to the Hibbing community.

Friends & Family Concert
CHRIS McKHOOOL'S FIDDLEFIRE!
Sunday, May 11, 2014, 2 p.m. / Orchestra Hall

Chris McKhool, fiddle and vocals
Kevin Laliberté, nylon string guitar
Drew Birston, electric bass
Alberto Suarez, percussion

With Gypsy jazz, blues, world, rumba-flamenco, funk, boogie-woogie, East Coast fiddling, dance party music and more—this musical romp around the world is a celebration the entire family will love.

TICKETS: Children free with purchase of an adult ticket; adults \$15

Minnesota Orchestra Classical Concerts
ERIN KEEFE PLAYS MENDELSSOHN

Thursday, May 15, 2014, 11 a.m. / Orchestra Hall
Friday, May 16, 2014, 8 p.m. / Orchestra Hall
Saturday, May 17, 2014, 8 p.m. / Orchestra Hall

Minnesota Orchestra
Mark Wigglesworth, conductor
Erin Keefe, violin

MENDELSSOHN Violin Concerto
WAGNER/de Vlieger *The Ring: An Orchestral Adventure*

Live at Orchestra Hall
WARNER BROS. presents
BUGS BUNNY AT THE SYMPHONY II
with the Minnesota Orchestra
and starring Bugs Bunny!
Created and conducted by GEORGE DAUGHERTY

Friday, May 23, 2014, 8 p.m. / Orchestra Hall
Saturday, May 24, 2014, 8 p.m. / Orchestra Hall

Minnesota Orchestra
George Daugherty, conductor

Bugs Bunny at the Symphony II, a sequel to smash hit concerts at Orchestra Hall in 2012, visits Minneapolis as *Bugs Bunny*, *Tweety Bird*, *Pepe Le Pew* and other animated characters come alive in a multimedia program with the Minnesota Orchestra, sure to delight audiences of all ages.

Live at Orchestra Hall
BILL COSBY LIVE

Saturday, May 31, 2014, 2 p.m. & 8 p.m. / Orchestra Hall

Bill Cosby—the treasured comedian, author and television star—returns to the Hall for two performances of hilarious commentary on life and the human condition. [The Minnesota Orchestra does not appear on this program.]

Minnesota Orchestra Classical Concert
MOZART: THE THREE FINAL SYMPHONIES

Thursday, June 5, 2014, 11 a.m. / Orchestra Hall
Friday, June 6, 2014, 8 p.m. / Orchestra Hall
Saturday, June 7, 2014, 8 p.m. / Orchestra Hall

Minnesota Orchestra
Christopher Warren-Green, conductor

MOZART Symphony No. 39
 Symphony No. 40
 Symphony No. 41, *Jupiter*

Minnesota Orchestra Classical Concerts
MAHLER'S FIFTH SYMPHONY

Thursday, June 12, 2014, 11 a.m. / Orchestra Hall
Saturday, June 14, 2014, 7 p.m. / Orchestra Hall*

Minnesota Orchestra
Courtney Lewis, conductor

Program to include:
MAHLER Symphony No. 5

* The Minnesota Orchestra's June 14 performance is a multimedia concert experience—presented as part of the Northern Spark festival, Minneapolis' dusk-to-dawn urban arts festival, which is produced by Northern Lights.mn.

Live at Orchestra Hall
THE MIDTOWN MEN
with the Minnesota Orchestra

Friday, June 20, 2014, 8 p.m. / Orchestra Hall

Minnesota Orchestra
Sarah Hicks, conductor
Christian Hoff, vocals
J. Robert Spencer, vocals
Michael Longoria, vocals
Daniel Reichard, vocals

The Midtown Men, stars from the original Broadway cast of *Jersey Boys*, join the Minnesota Orchestra in performing the hits of Frankie Valli and the Four Seasons, the Beatles, the Rascals, Motown and more. [Please note: *The Midtown Men* is not a performance of and not affiliated with the show *Jersey Boys*.]

Live at Orchestra Hall
PIXAR IN CONCERT
with the Minnesota Orchestra

Saturday, June 21, 2014, 8 p.m. / Orchestra Hall
Sunday, June 22, 2014, 2 p.m. / Orchestra Hall

Minnesota Orchestra
Sarah Hicks, conductor

Closing the Live at Orchestra Hall season with a flourish, the Minnesota Orchestra gives it first-ever performances of Pixar in Concert, a multimedia concert featuring music from each of the studio's beloved movies, from the *Toy Story* trilogy and *The Incredibles* to *Up*, as film clips are shown on a large screen.

Minnesota Orchestra Classical Concerts
CARMINA BURANA

Thursday, June 26, 2014, 11 a.m. / Orchestra Hall
Friday, June 27, 2014, 8 p.m. / Orchestra Hall
Saturday, June 28, 2014, 8 p.m. / Orchestra Hall
Sunday, June 29, 2014, 2 p.m. / Orchestra Hall

Minnesota Orchestra
Yan Pascal Tortelier, conductor
Audrey Luna, soprano
Scott Ramsay, tenor
Stephen Powell, baritone

MOA Operating Budgets F14 - F17

	F2014	F2015	F2016	F2017
(In \$000s)				
EARNED REVENUE				
Ticket Sales	\$4,086	\$7,239	\$7,383	\$7,531
Touring/Performance Fees	-	832	842	852
Other Concert Revenue	726	1,155	1,178	1,202
Rentals/Food & Beverage	596	969	988	1,008
TOTAL EARNED REVENUE	\$5,408	\$10,195	\$10,391	\$10,592
CONTRIBUTIONS	\$7,050	\$9,881	\$10,037	\$10,196
DRAWS AND DISTRIBUTIONS				
MOA Endowment	3,177	3,036	3,038	3,065
BFF Endowment	800	900	1,000	1,000
Oakleaf and Other Endowments & Trusts	3,580	3,656	3,738	3,954
TOTAL DRAWS AND DISTRIBUTIONS	\$7,557	\$7,592	\$7,777	\$8,019
TOTAL OPERATING REVENUE	\$20,015	\$27,667	\$28,205	\$28,807
CONCERT EXPENSE				
Guest Artists & Concert Production	3,019	3,637	3,710	3,784
Marketing	928	1,381	1,409	1,437
Rentals/Food & Beverage	335	531	541	552
Touring	-	831	831	831
Symphony Ball	424	300	300	300
TOTAL CONCERT EXPENSE	\$4,707	\$6,679	\$6,790	\$6,904
OVERHEAD EXPENSE				
Musicians & Conductors	8,096	14,003	14,590	15,403
Administration & Concert Production Personnel	5,165	6,432	6,593	6,659
General Overhead	1,935	1,511	1,542	1,572
Building	525	588	600	612
Financing	564	52	53	54
TOTAL OVERHEAD EXPENSE	\$16,286	\$22,587	\$23,377	\$24,300
TOTAL OPERATING EXPENSE	\$20,993	\$29,266	\$30,167	\$31,204
NET OPERATIONS	(\$978)	(\$1,598)	(\$1,962)	(\$2,397)
INCREASED COMMUNITY SUPPORT	\$978	\$1,598	\$1,962	\$2,397
NET RESULTS	\$0	\$0	\$0	\$0

MOA Hall Maintenance Budget – F2014

- MOA has an endowment, the Hall Fund, to provide funding for operating and capital expenditures for the Hall. As of August 31, 2013 the fund value was \$7.4M

F14 BUDGET

i.	Salary, benefits and related overhead for core building operation staff	\$	309,160
ii.	Building equipment operation and maintenance		78,900
iii.	Building repairs		10,000
iv.	Property tax payments (including any special assessments)		5,500
v.	Permits		1,500
vi.	Snow and ice removal		1,900
vii.	Waste removal		9,600
viii.	Landscaping maintenance		1,500
ix.	Utilities (e.g., electricity, steam and water/sewer) @ 50% of Costs		94,200
	Electricity		74,000
	Steam		88,000
	Water/Sewer		26,400
x.	Stormwater fees		15,000
xi.	Security services		3,500
xii.	Fire/smoke alarm/sprinkler services and maintenance		6,000
xiii.	Property and liability insurance		170,000
xiv.	Similar costs needed to maintain the building and its value		-
TOTAL			\$ 706,760

EXHIBIT C