

LETTER OF INTENT

THIS LETTER OF INTENT (the "Letter") made as this day of May 11, 2018 (the "Execution Day"),
BETWEEN:

Minnesota Historical Society (MNHS) / Mill City Museum
345 Kellogg Blvd West
Saint Paul, MN 55102

and (individually the "Party" and collectively the "Parties")

American Institute of Architects Minnesota (AIA-Minnesota)
275 Market Street
Suite 54
Minneapolis, MN 55405

BACKGROUND:

- A. The **Minnesota Historical Society (MNHS)** is a nonprofit educational and cultural institution dedicated to preserving the history of the U.S. state of Minnesota. It was founded by the territorial legislature in 1849, almost a decade before Minnesota statehood. It is headquartered in the Minnesota History Center in downtown Saint Paul, Minnesota. **Mill City Museum** is a Minnesota Historical Society museum, located in Minneapolis, Minnesota. It opened in 2003, the museum is built in the ruins of the Washburn "A" Mill, on the banks of the Mississippi River. The museum focuses on the founding and growth of Minneapolis, especially flour milling and the other industries that used water power from nearby Saint Anthony Falls.
- B. The **American Institute of Architects Minnesota (AIA-Minnesota)**, founded in 1892, is the professional association for architects in the state of Minnesota. As a state component of AIA National, with three local chapters, AIA Minnesota has nearly 2,300 members and a staff of eight professionals. AIA Minnesota provides services to all chapters, produces a regional convention, publishes the award-winning magazine *Architecture MN*, lobbies on behalf of the profession at the state legislature, and delivers continuing education to all members.
- C. The **Minnesota Historical Society (MNHS)** and the **American Institute of Architects Minnesota (AIA-Minnesota)** wish to enter into a non-binding agreement to explore future programming and facilities collaborations.

This Letter will establish the basic terms to be used in any future agreement(s) between Parties. The terms contained in this Letter are not comprehensive and it is expected that additional terms may be added, and existing terms may be changed or deleted. The basic terms are as follows:

Non-Binding

1. This Letter does not create a binding agreement between the Parties and will not be enforceable. Only a future agreement(s), duly executed by the Parties will be enforceable. The terms and conditions of any future agreement(s) will supersede any terms and conditions

contained in this Letter. The Parties are not prevented from entering into negotiations with other third parties with regard to the subject matter of this Letter.

Transaction Description

2. During the next several years, the two Parties would like to devote time and effort towards developing a collaborative arrangement to create and/or share public programming, to share facilities for programming and meetings of AIA-Minnesota staff, members, and volunteers, and to create a new "*Center for Architecture*" within the Mill City Museum complex -- a center where the public could learn more about the architecture and built environment of Mill City, Minneapolis, the broader Twin Cities region, and the state of Minnesota. This new center and its corresponding programming would show how architects, engineers, construction teams, leaders across sectors, and the broader public work together to create spaces that are healthy, safe, beautiful, equitable, and sustainable.

Closing Date

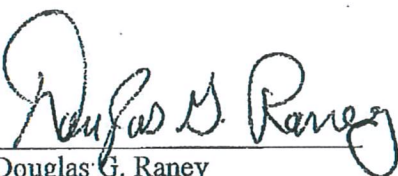
3. The transaction will be completed on or about 11th day of May, 2021 (The "Closing Date"). All obligations as indicated in any future agreement(s) will be completed and met by the Closing Date.

Agreement Termination

4. Either Party will have the right to terminate the agreement by giving at least 30 days' notice in writing to the other Party at any time during the transaction, without penalty.

This Letter accurately reflects the understanding between Parties, signed on this 11th day of May, 2018.

Per:



Douglas G. Raney
Director, Metro Sites
Minnesota Historical Society



Melanie A. Adams
Senior Director, GEES
Minnesota Historical Society

Per:



Mary-Margaret Zindren
Executive Vice President
AIA-Minnesota



NATHAN JOHNSON, AIA
PRESIDENT
AIA-Minnesota