

#### A MESSAGE FROM Richard R. Vietor, Chairman, Board of Trustees



'hat a year it has been! The weakening economy and the unprecedented decline in the stock market presented us with severe challenges, since it impacted not only visitors who come from distant places but also reduced our financial resources. In response, our staff, in close consultation with the Board of Trustees, had to make a series of far reaching and painful decisions during the past year that resulted in significant changes in a number of areas. We have now successfully put those challenges behind us and are looking forward. I believe that Mystic Seaport has emerged stronger than ever and better prepared to face the future than at any time since its founding in 1929.

# CONNECTING WITH TODAY'S VISITOR

Importantly, if you visited last summer or plan to come this spring, you will continue to feel the same energy around our campus as always-with children and adult visitors from all over the United States and beyond, coming to learn about the continuing importance of our maritime heritage and its continuing and profound impact on our nation's view of the world. And, as always, there are new exhibits to see. We opened two major new exhibits in the past year, Frozen In: Captain Comer and the Hudson Inuit, and Mapping the Pacific Coast: Coronado to Lewis and Clark, The Quivera Collection, each representing a different and compelling slice of our maritime past. Our educational programs-whether undergraduate courses in marine sciences at Williams-Mystic, adult education at the Munson Institute, planetarium programs, summer camp for kids, or just learning to sail or row—continue to attract strong participation. Our programs and exhibits continue to demonstrate our ability to educate and connect with new generations of visitors of all ages by telling them the maritime stories that underlie and define our national character.

#### THE CHARLES W. MORGAN

During the year, we hauled out and began a major restoration of the Charles W. Morgan after years of preparing our Shipyard for this effort. Visitors now have the opportunity to observe restoration work in areas of the ship that have been mostly untouched since she was built in 1841. Nearly 20 million people have trod the Morgan's decks since her arrival in Mystic in 1941. As the LAST wooden whale ship in the world, the Charles W. Morgan represents the heart and soul of Mystic Seaport and is an icon of our American maritime heritage. We believe that every American has a stake in this historic restoration so that 20 million more people will have the chance to understand that the Morgan represents an enduring symbol of our national quest for adventure, competition and freedom.

However, we may be able to do more. Our trustees and staff are evaluating the feasibility of adopting a goal that is more bold and ambitious than mere restoration and a return to Chubb's Wharf. We want to bring the Morgan back to life—to connect her with an even broader audience than our own visitors by restoring her ability to set sail. Our hope is that the Morgan can depart from Mystic Seaport and visit the nearby ports from which she often

departed or returned from her many voyages around the world in search of whales.

# YOUR CRITICAL ROLE IN SUPPORTING MYSTIC SEAPORT

We need your support more than ever in these challenging times. Your support is the reason we can sustain and expand our educational programs, put on great exhibits, invest in the Shipyard and take care of our collections and ships. About 43% of our revenue comes from your contributions and other financial sources, more than is contributed by our visitors. This past year alone, thanks to your help, the Museum raised \$1.1 million in unrestricted Annual Fund support. However, our needs are outpacing your generosity and this year promises to be especially difficult. Thus, it is not only important for you to renew and/or upgrade your membership, but to recruit others to join us in this vitally important enterprise.

#### SETTING A NEW COURSE

Our President, Stephen C. White, assumed the helm of Mystic Seaport following the retirement of Douglas H. Teeson at the beginning of 2009. Steve had an outstanding career as headmaster in a leading junior level educational institution. He is a sailor; he grew up loving the sea; and he shares with staff and trustees a passion about the importance of Mystic Seaport and its mission. In just a short time, he has already made a noticeable impact in setting a course for Mystic Seaport that builds on the many accomplishments of Doug Teeson.

On behalf of the Board of Trustees, I would like to express my heartfelt thanks to all of our members, volunteers, friends and staff for your faith and commitment to Mystic Seaport, its mission, and in helping to make it a place that we all love and cherish.





#### A MESSAGE FROM Stephen C. White, President



am pleased to present you the 2008-09 Annual Report, reflecting the period of May I, 2008 to April 30, 2009. Doug Teeson and I shared the helm during this year. I wish to thank Doug for his many years of distinguished leadership and for his generous sharing of institutional knowledge and experience during the transition. I would also like to thank the Mystic Seaport community for your warm welcome and support.

When I arrived at Mystic Seaport in January 2009, I found a well-loved Museum with a remarkable history deeply rooted in and committed to its mission of telling the stories of America and the Sea. At the same time, however, the Museum faced major financial challenges. Starting in the summer of 2008, the world experienced the gathering storm clouds of the global economic crisis.

In this challenging environment Mystic Seaport was forced to make some very difficult decisions. Working with the Museum's talented management team, I crafted a budget that sharply reduced expenses while remaining committed to our mission and sustaining the high quality of our programs.

Although there are still rough seas to navigate, I am happy to report that we have weathered the turbulence well. My most important task now is to oversee the development of a new strategic plan that will strengthen the financial foundation of this outstanding museum and enhance the educational experience offered by Mystic Seaport.

Mystic Seaport can be proud of its outstanding staff, committed and diverse membership and volunteer base, unparalleled collections, and innovative programs. Despite the complex economic conditions still facing our nation and the world, the Museum continues to move forward with the work of building a stronger, more sustainable museum.

In this year's annual report, we are pleased to detail our accomplishments. Many readers of this report contributed to Mystic Seaport's well-being during fiscal year 2008-2009. Your generous support allowed us to stay on course to fulfill our mission and pursue our vision so that future generations will have the opportunity, as we have, to more fully understand America's relationship with the sea. I thank you for your support and commitment, and I ask for your continued care for our Museum.

A. C. White

,

n behalf of The Board of Trustees, I am pleased to provide a report on the fiscal year ended April 30, 2009 as previously summarized in the Annual Members meeting on September 26th, 2009.

The Museum's last fiscal year, from May I, 2008 through April 30, 2009 ("FY 08-09"), was an extremely difficult period for everybody, everywhere, as the intensifying financial crisis precipitated a severe recession. A long and powerful downward spiral of interconnected financial and economic events unfolded after the collapse of Lehman Brothers in the fall of 2008. It reached a low point, indeed in what will hopefully be seen in hindsight as a bottom, in March 2009.

The Museum was significantly affected in myriad ways as it reflected the pressures on its core constituencies and sources of support—visitors and members, gift giving, plus the value of capital funds, including endowment. It must be emphasized that attendance was down only slightly, which is a testament to the focus, energy and flexibility of the Museum's staff. All forms of giving the annual fund, gifts, grants, and bequests, both restricted and unrestricted - were down substantially. Significantly, the value of capital funds was materially reduced due to the fall in securities prices, particularly equities. The latter have recovered some of their value in the current fiscal year, but remain well below its prior high point in value.

The Museum's Management and Board were highly proactive, and took decisive steps

to address the operating and financial ramifications of the prevailing situation (which continues to be highly challenging). Beginning in early fall 2008, which was then mid-way through FY 08-09, the Museum's leadership focused on:

- Reducing operating expenses to better align these with the combined effects of anticipated reductions in visitor based revenues, lower levels of giving, and the reduced value of capital funds (which necessitated curtailing the funding support these provide).
- Taking care to be sensitive to the employees so affected while maintaining the visitor experience at a high level. It was also essential to carefully but rapidly assess the Museum's activities to safeguard the core mission and stewardship areas, while considering reducing, deferring or eliminating less essential ones.
- Ensuring both the Museum's long term financial stability and future ability of its capital funds to contribute funding for operations, capital projects and strategic initiatives. All "Not for Profit" institutions operate with operating cash flow deficits which are meant to be offset by transfers from capital resources, which themselves have to be managed to sustain their long term earnings power and cash transfer potential. The key to financial health in such a business model is to

ensure so-called endowment transfers are spent not only appropriately, but proportionally to the earnings capacity of the capital funds supplying them (which would otherwise get depleted). In the Museum's case, the level of operating and capital project support dependent on capital funds had in recent years become too high. This existing and unsustainable imbalance was exacerbated by the sudden and material reduction in the value of capital funds outlined above (as a point of reference both the Dow and the S&P 500 were down over 50% in this period). Steps needed to be taken, and to be done in the face of what then was escalating uncertainty in the U.S. economy and financial markets. Worsening events could potentially produce a tougher situation than our conservative forecast at the time envisioned (which could still happen), and it was/is our responsibility to be prepared.

A financial review of FY 08-09 indicates weaknesses and negative trends in many areas, especially in comparison to the prior fiscal year. The unprecedented environment in the former makes year to year comparisons in many ways not meaningful, much in the same way the Hurricane of '38 made that summer hard to compare to those before and after it. Importantly, many tough issues were addressed and decisions made in a very challenging operating environment, as noted above.

Despite daunting external challenges, key operating metrics were only slightly below FY 07-08, and the Museum welcomed over 287,000 visitors, and had over 17,000 active members.

Total revenues declined from \$26 million to \$3 million which reflects the market value losses (which are unrealized) of the Museum's capital funds (which not for profit accounting treats as negative revenue), and withdrawals there from, plus fewer gifts compared to the significant ones received in the prior fiscal year.

Net assets declined, by \$ 21 million to

\$ 82 million, likewise primarily reflecting these unrealized investment losses. The Museum's capital funds have and continue to be invested conservatively, and there was (and is) no exposure to securitization products, "alternative asset classes" or real estate investments, where the reduction in market value (and realized losses) reached extreme levels (or will), with little prospect for recovery.

Importantly, net cash flows improved in FY 08-09, as operating revenues in cash flow terms held flat at \$ 17 million while operating expenses declined by approximately \$ I million. This improved the net cash flow deficit (which is structural as noted above in the discussion on an endowment's role in providing financial support) over the prior fiscal year.

Significant additional actions were taken as part of the leadership initiatives in late 2008 to reduce expenses on an ongoing basis, including headcount, compensation and other operating costs. These totaled approximately \$ 2.5 million annually on a forward "run-rate" basis. Due to severance costs and normal timing lags relating to implementation, these benefits are being realized beginning in the current fiscal year. A broader assessment of the Museum's 'operating model' is underway, and while it may or may not further reduce costs in the future, it will likely result in prioritization and a re-direction of critical resources, including staff talent, use of collections and funding.

It was also important to safeguard the ability of the Museum's capital funds to provide for existing and term financial commitments for which it is the sole source of financing. Accordingly, as a pre-emptive measure, \$ 8 million in securities from the capital funds portfolio was sold, and the cash held as specially designated funds for I) projected net cash operating shortfalls over the following I5 months, and 2) repaying debt (this was done in July 2009, and the Museum is debt free for this first time in over a decade).

Capital spending is an essential and

ongoing major use of funds every year. The Museum's current major project, which is a "once, maybe twice a century" opportunity, is the vessel Charles W. Morgan. She was hauled ashore in fiscal 2009 to begin a multi-year restoration project (after a large prior investment in a new ship lift to enable this). The plan is to make her seaworthy and undertake a special voyage when she is ready (re-fitted, equipped, manned and funded). The Charles W. Morgan's restoration is underway in phases that need to be pre-funded (with designated funds segregated for this purpose, as is the case with other discretely funded projects, exhibitions and programs). The first of these is ongoing. A capital campaign continues for the latter phases, which will include related exhibitions and educational programming. The Museum also continues to raise funds for other projects, large and small, and for its endowment.

Looking ahead to longer term financial imperatives integral to the Museum's future, there are three broad but interconnected areas of unremitting focus by Management and the Board. These are:

I. Focus on the new operating model:

This has many dimensions, but at its core, will have clear prioritization of activities and effective allocation of resources that are rigorously aligned to the Museum's mission and long term strategy. A key enabler is the recently re-vitalized,

Development/Fund Raising effort.

- 2. Taking the visitor experience and earned revenue elements of the operating model to a new level, starting with core activities such as special, higher impact exhibits, and including needed changes and investment in food service, plus other enhancements, such as better access to the Museum by visitors in "greater Mystic" (possibly improving linkage to downtown Mystic/Route I).
- 3. Executing the full scope of the *Charles W. Morgan* project, which, together with visionary positioning and programming, has the unique potential to re-galvanize the core of the Museum's identity and relevance for the future. It is the most important stewardship obligation of all us, Management, Board and Membership.

Significant challenges lay ahead but we are in capable hands with a strong management team and professional staff led by Steve White, Susan Funk and Marcy Withington.

Respectfully submitted, Peter Gleysteen

Treasurer



### Statements of Financial Position

April 30, 2009 and 2008 (in Thousands)

	2009	2008	
ASSETS Current assets:			
Cash and cash equivalents Short-term investments	\$ 380 5,450	\$ 1,403	
Accounts, grants and interest receivable Promises to give, current 928 907	1,598	3,653	
Merchandise and other inventories, net of reserve Prepaid expenses	<b>803</b> 592	1,098 308 —————	
Total current assets	9,751	7,369	
Promises to give, noncurrent Investments Perpetual trusts held by others Other inventories Property, plant and equipment, net of accumulated	3,085 39,088 1,502 74	3,831 59,472 2,094 149	
depreciation	28,103	29,587	
Total assets	\$ 81,603	\$ 102,502 	
LIABILITIES AND NET ASSETS  Current liabilities:  Line of credit  Accounts payable and accrued expenses  Deferred revenue  Other current liabilities	\$ 4,150 930 412 51	\$ 4,900 1,007 512 43	
Total current liabilities	5,543	6,462	
Deferred revenue Other liabilities	2,231 141	2,697 160	
Total liabilities	7,915	9,319	
Commitments and contingencies			
NET ASSETS Unrestricted Temporarily restricted Permanently restricted	29,686 13,841 30,161	25,491 37,292 30,400	
Total net assets	73,688	93,183	
TOTAL LIABILITIES AND NET ASSETS	\$ 81,603	\$ 102,502	

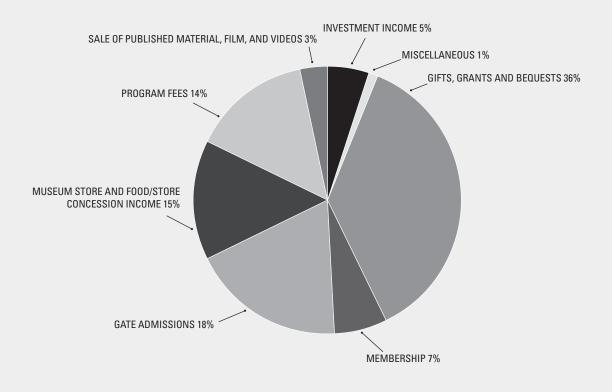
#### Statement of Activities

FOR THE YEAR ENDED APRIL 30, 2009

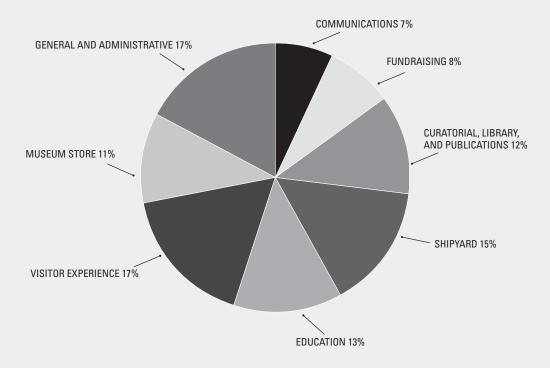
(WITH COMPARATIVE TOTALS FOR THE YEAR ENDED APRIL 30, 2008) (IN THOUSANDS)

	NRESTRICTED	RESTRICTED	PERMANENTLY RESTRICTED	Total 2009	Total 2008
REVENUE					
Gifts, grants and bequests Gate admissions Program fees Museum store operations Membership Retail stores rental income Sales of published material,	\$ 3,144 3,236 2,493 1,252 1,156 868	\$ 610 7	\$ 228	\$ 3,982 3,236 2,500 1,252 1,156 868	\$ 14,748 3,238 2,405 1,913 1,205 899
film and videos Food services rental income	552 431			552 431	384 429
OTHER SUPPORT					
Investment income Other rental income and fees Miscellaneous	(69) 85 613	1,443	4	1,378 85 613	1,574 84 76
Change in split interest agreements Net realized and unrealized losses	(3)	(485)	13	(475)	(37)
on investments  Net assets released from restrictions	(84) 12,807	(12,111) (12,807)	(592)	(12,787)	(1,341)
Total revenue and other support	26,481	(23,343)	(347)	2,791	25,577
EXPENSES Program expenses: Visitor experience Shipyard Curatorial, library and publications Education Museum store operations	3,690 3,556 3,297 2,763 2,105			3,690 3,556 3,297 2,763 2,105	3,926 3,294 3,368 2,658 4,188
SUPPORT EXPENSES  General and administration Fundraising	5,239 1,636			5,239 1,636	5,304 1,898
Total expenses	22,286			22,286	24,636
Excess (deficiency) before transfer	4,195	(23,343)	(347)	(19,495)	941
Transfer - donor clarification		(108)	108		
Change in net assets	4,195	(23,451)	(239)	(19,495)	941
Net assets, beginning of the year	25,491	37,292	30,400	93,183	92,242
Net assets, end of the year	\$ 29,686	\$ 13,841	\$ 30,161	\$ 73,688	\$ 93,183

## Museum Operating Income



## Museum Operating Expense



## THE YEAR at a Glance

{5.2008 to 4.2009}







#### May 2008

2212377

Fair weather and a festive atmosphere surrounded the re-launch of the 60-foot eastern-rig wooden dragger *Roann*. The event marked the conclusion of three years of skillful and dedicated restoration by Museum staff and volunteer workers at the Henry B. duPont Preservation Shipyard.

Frozen In: Captain Comer and the Hudson Bay Inuit, an exhibition chronicling the life and work of Captain George Comer of East Haddam, CT and his extraordinary relations with the Inuit opened. This exhibit explored the lives and legacy of Comer and the Inuit, as well as the challenges they faced living in one of the harshest environments on earth.

William Federowicz, a teacher at Booth Hill Elementary School in Shelton, CT was named the recipient of the Mystic Seaport Orion Award for Excellence in Experiential Education.

Federowicz developed and implemented a Mystic Seaport-centered interdisciplinary unit for sixth graders bringing the Connecticut coastline to life and showing students how important their impact can be on the ecosystem and community.







July 2008

#### A new multimedia exhibition

highlighting the history and diversity of America's lighthouses opened. The exhibit, housed within the Museum's replica of Nantucket's Brant Point Light, includes two short films documenting the crucial role lighthouses have played in American history.

#### The Thames Towboat Company

helped underwrite the cost of the latest boat in the Museum's nautical playscape "fleet" – a tugboat named the *Peter Joseph*. Children climb aboard and play on the boats every season of the year and in all weather. Chairman of the Board Richard Vietor and Chairman of the International Council George White hosted a reception for **Mystic Seaport members** and friends in San Francisco onboard the USCG Eagle. Bay Area members had the special opportunity to tour the Eagle and to learn about the strong ties between the Charles W. Morgan and the port of San Francisco.





June 2008

Award-winning trombone player and jazz composer **Wycliffe Gordon** performed aboard the *Joseph Conrad* during the second annual **Summer Solstice Sunset Party.** The New Orleans-themed evening featured Cajun cuisine, Mardi Gras mask decorating, and stilt dancers.

Mystic Seaport hosted the **17th** 

**Annual WoodenBoat Show.**Over 13,000 enthusiasts attended the three-day event that featured several live boatbuilding events.

Filmmaker Ric Burns delivered the keynote speech at a three-day Whaling Heritage Symposium, hosted by Mystic Seaport in partnership with the NOAA Maritime Heritage Program, New Bedford Whaling Museum and New Bedford Whaling Park.







August 2008

Mystic Seaport hosted a two-day celebration in honor of *Sabino's* landmark centennial birthday. Visitors were invited to celebrate the power of steam as Mystic Seaport paid tribute to one of the nation's last wooden, coal-fired steamboats still in operation.

111111111111111111

Mystic Seaport was awarded a grant from the Institute of Museum and Library Sciences to mount *Restoring an Icon:*The Charles W. Morgan. Restoring an Icon is the centerpiece of a broader programmatic effort to celebrate the Morgan and interpret her restoration. Mystic Seaport also received a Planning Grant from the Connecticut Humanities Council to underwrite a new Morgan Programming Coordinator position.

2999222444444444444444444

Grant funding from an anonymous family foundation allowed Mystic Seaport to underwrite full-cost waivers of Museum admission and guided Focus Tours fees for schools and organizations that could not afford to pay the standard fees during the 2008-09 school year. Over 1,600 students and chaperones from 22 schools benefitted from this new outreach program.

### THE YEAR at a Glance

{5.2008 to 4.2009}







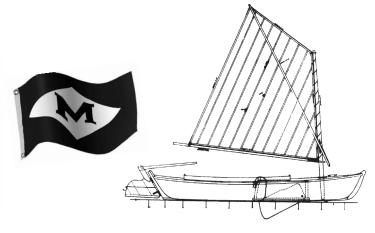
September 2008

## The Charles W. Morgan's "Voyage of Restoration"

celebration marked the start of the restoration as an important milestone in the vessel's long and multi-faceted career. The program featured keynote speaker Raymond E. Ashley, Executive Director of the Maritime Museum of San Diego and Tony Awardwinner Brian Dennehy, who read a moving excerpt from *Whale Hunt: The Narrative of a Voyage* by Nelson Cole Haley, Harpooner in the Ship *Charles W. Morgan* 1849 – 1853. The Maritime Gallery at Mystic Seaport presented its **29th International Marine Art Exhibition** including an Artist's Walk, an informal tour in which artists discussed their work. Over 125 new works by more than 100 noted maritime artists from 14 countries were represented.



December 2008



Online ticketing for events and special programs was implemented in full force. Nautical Nightmares and Lantern Light Tours were the first programs to offer online ticketing with more than 56% of tickets for each program sold online.

1937321777

The Ashaway Free Library in Ashaway, RI was the winner of the **Mystic Seaport Library Membership Lottery drawing**. This membership, sponsored by an anonymous donor, allows the library's card holders to check out an admission pass that entitles a family to free admission for one day at the Museum.

Several new and important collections were donated to Mystic Seaport. These include the "plans" collection of C. William Lapworth; a collection of papers from the Denison and Rodgers families; handwritten memoirs of Mystic photographer George Tingley; a collection of papers, photographs and objects associated with renowned sailor Arthur Knapp, Jr., in addition to many other objects including maritime sheet music, models, paintings and more.







October 2008

November 2008

Thomas B. Crowley, Jr., President and CEO and the Crowley Maritime Corporation were named the recipients of the third annual America and the Sea Award. They were honored at a gala dinner, held at the Rainbow Room in New York City. The evening featured a live auction that included a handsomely mounted deck plank from the Charles W. Morgan and a unique 6 Liter bottle of Lambert Bridge Sonoma Merlot etched in gold with a line drawing of the Charles W. Morgan.

This was the first year of sales of the **Mystic Pass Card** – a joint marketing effort led by Mystic Seaport and Mystic Aquarium and other tourism partners to promote visitation to the area. The Pass Card provided visitors with admission to the Museum and aquarium, as well as discounts at restaurants, hotels and retail outlets.

The Museum continued to tell its stories to a local, regional and national audience. WABC-TV from New York City broadcasted live

from the Museum, promoting the Mysic Seaport as a great travel destination. National coverage included articles in *Yankee Magazine*, as well as *CBS Watch* magazine, a publication that goes to more than 400,000.

November 1, 2008 marked the memorable haul-out of the Charles W. Morgan in the Henry B. duPont Preservation Shipyard. Shipyard workers hauled the 340-ton vessel out of the water for the start of the three-year restoration.



January 2009





After 7-1/2 years of dedicated leadership, Museum President Douglas H. Teeson retired, passing the helm to Stephen C. White. White, the former headmaster of the Fay School, is an experienced educator and sailor who grew up in Maine loving the sea. In the words of Chairman Richard Vietor "It was important to find a successor capable of building on Doug's many achievements."

Dr. Mary K Bercaw Edwards kicked off the **2009 Maritime Authors Series**. Edwards, a longtime Museum staff member, discussed her book, *Cannibal and Ole Me*. The series also featured J. Revell Carr, Director Emeritus, who led a lively discussion about his most recent book *Seeds of Discontent*.

In cooperation with the Maritime Museum Association of San Diego, **Mystic Seaport published**Building Kettenburgs by historian Mark Allen. This book keeps alive the legacy of one of the West Coast's premier boat builders.

## THE YEAR at a Glance

{5.2008 to 4.2009}















#### February 2009 212747

In early 2009, social media outlets were incorporated as part of the marketing mix to spread the word about all Mystic Seaport's offerings to the growing masses of online communities. Currently, Mystic Seaport can be "friended", followed, tagged and viewed on Facebook, Twitter, YouTube, Flickr, WordPress and Blogger.

The year saw much change for Mysticseaport.org. Changes increased cross promotion and linking within the site, and better navigation for enhanced visitor ease of use.

Mystic Seaport received a significant gift-in-kind from Microsoft that includes server

and security upgrades, productivity suites, operating systems and software media. The estimated value of this in-kind donation was over \$540,000.

Trustee Jim Bishop hosted a reception for incoming President Steve White in Palm Beach. Over 70 Mystic Seaport members and friends welcomed White and were updated on the Charles W. Morgan restoration plans.

March 2009

Illuminating the Sea: The Marine Paintings of James E. Buttersworth, 1844-1894 opened at the Bruce Museum in Greenwich, CT. This exhibit featured works from the Mystic Seaport collection, including paintings from the 2006 beguest of Donald C. McGraw, Jr.

Spring arrived at the Museum with the launch of the threepart Spring Garden Series. Attendees learned master gardening secrets, shared gardening stories and enjoyed lunch at Seamen's Inne.





April 2009

Each year Educators Weekend features a different theme that supports classroom curriculum. The 2009 theme focused on science with tours on shipboard weather forecasting and the physics of sailing. Over 2,300 educators and quests took part in the weekend activities sponsored in part by Target.

With funding from The Peter Jay Sharp Foundation, Mystic Seaport established The Peter Jay Sharp Foundation Fund for Maritime Educational Opportunity. This endowed fund will benefit area educators and schools, specifically public schools, charter schools, home school audiences, and community organizations in Connecticut, New York, Massachusetts, and Rhode Island. This fund will facilitate

access to the Museum's powerful and effective on-site and outreach programs and educational resources for school and youth groups.